B A T T L E B E Y O N D T H E S T A R S

Screenplay by
JOHN SAYLES

1 SPACE

Total blackness, total silence. In one corner of the screen a dot of light appears. It grows: we are approaching it at enormous speed. It grows larger and larger until we see it is a galaxy of thousands of stars. It seems to burst apart into separate dots as we zoom towards it and MUSIC begins. We hurtle into the galaxy towards a GIANT RED SUN.

2 SPACE

Continuing our rushing movement through this unfamiliar galaxy, we move past the red sun, which now fills half the frame.

3 SPACE

MUSIC CONTINUES, joined by COMMUNICATION NOISES - blips, beeps, and radio squawks that indicate inhabited air space. Shot dissolves into shot as we move around the sun and start to approach the tiny, sepia-tinted planet of AKIR, seen in the distance beyond the red sun. MUSIC FADES. The crosshairs of a target sight SUPERIMPOSE over the screen, Akir the target.

SADOR (V.O.)
Give me the second field.

CUT TO:

4 AKIR

Closer, magnified within the sight.

YAGO (V.O.)
This is Akir. A planet of stone with a single green spot.

SADOR (V.O.)
Let's see it.

CUT TO:

5 GREEN SPOT

On the surface of Akir. Something like the red spot on Jupiter.

(CONTINUED)

5 (CONTINUED)

SADOR (V.O.)
Field five.

CUT TO:

6 AKIR - AERIAL VIEW

Of the surface of the planet. On the horizon, we see a RUINED CITY. In the foreground is a valley, surrounded by stony cliffs. Amidst the stony contours of the surrounding hills we can distinguish a kind of fissure, where the natural stone has been carved away to create a SPRING. A fountain of water gushes out of the fissure and flows down into the valley through irrigation channels.

On the floor of the valley are a series of pyramid and dome-shaped containers, in which unfamiliar looking crops are growing. On the far side of the valley we see a city formed by a cluster of domes around a huge tower structure, which resembles an inverted fork. There is a FLASH OF LIGHT as the sunlight strikes the tower.

SADOR (V.O.)
What about their forms?

YAGO (V.O.)
Compatible with ours. Oxygen burners with lateral symmetry.

SADOR (V.O.)
Field seven.

CUT TO:.

7 CLOSER ANGLE

On a series of structures. Solar panels begin to rise from the bank of structures.

CUT TO:

8 ANOTHER ANGLE

On a row of transparent domes covering the unfamiliar looking plants or crops. They are bathed in reflected light. Conduits connect the agricultural structures to the city beyond.

(CONTINUED)

8 (CONTINUED)

YAGO (V.O.)
They have an agrarian technology.
No known defense capacity.

9 WIDE ANGLE

Revealing the whole valley filled with light, the covered crops a lush green suffused with gold.

SADOR (V.O.)
Let's check that. Send down a probe.

YAGO (V.O.)
Right away, sir.

CUT TO:

10 CLOSE UP - DRONE

A dark, ominous looking metallic sphere suddenly appears in the sky above Akir.

11 ANGLE ON DOME

Zooming away from camera, over the city in the valley, the drone passes above the tower.

CUT TO:

12 TOWER

A huge, complicated structure. We TILT UP from the base to examine it. As we reach the top it begins to vibrate and emit a high-pitched TONE.

CUT TO:

13 ECU, ZED

An old man. His eyes pop open as he hears the tone and we see that he is blind.

CUT TO:

14 CITY CENTER - MOL, ZED

Mol, a young woman, comes running to where Zed has been sleeping in front of his dome. Behind her we see other Akira running out of their domes to look at the tower, some covering their ears.

(CONTINUED)

14 (CONTINUED)

MOL
Zed! The Sensor! What is it?

ZED
Watch the skies! Watch the skies!

SHAD, a young man, comes running up to join his sister Mol.

SHAD
Zed! The Sensor!

ZED
A visitation -- other forms are in our atmosphere. The Sensor hasn't called alarm since the Great Killing ...

CUT TO:

15 TOP OF TOWER

Vibrating, emitting the TONE.

CUT TO:

16 AGRICULTURAL AREA - AKIRA PEOPLE

Running toward the tower past the agricultural domes.

CUT TO:

17 TOWER

Vibrating, sounding.

CUT TO:

18 AKIRA PEOPLE

Gathering around Zed.

ZED
I heard it once before -- when I was a boy. We had fighting ships then. My father was ended that day. And his father ...

(CONTINUED)

18 (CONTINUED)

MOL
What can they want with us?

CUT TO:

19 SPACE, WEATHER SHIP

A small ship looking like a box kite, floating out above the sepia-tinted planet of Akir.

CUT TO:

20 WEATHER SHIP

Closer, floating backwards in its orbit.

CUT TO:

21 INT. WEATHER SHIP

Two older men inside, one looking through the front panel at Akir and speaking on the radio, the other checking an instrument panel on the wall.

GAR
(to radio)
... and we've got a few cloud formations look like negative-ion over the Fertile Region. Nothing to worry about, though. Now as for that cold front ...

POK
(frowns)
Gar? Flick on the rear viewer, I'm picking something up here.

Gar hits a switch and a large monitor flashes on with a picture of a huge, dark ship, T-shaped like a hammerhead shark, flanked by about twenty-five smaller Mako-like fighter escorts, all heading toward the weather ship from black space.

GAR
We got visitors.
(into radio)
Hello there. Welcome to the outer atmosphere of the planet Akir. Now who do I have the pleasure of greeting?

(CONTINUED)

21 (CONTINUED)

No answer, the ships keep coming.

POK
Put it through the language coder.

GAR
(hits a switch)
Hello. Could you identify yourself, please?

CUT TO:

22 SPACE, SHIPS

The weather ship at the far left, the others coming from the right. The Hammerhead stops, hangs still, the fighters continue forward a bit, stop, hang there ominously.

CUT TO:

23 INT. WEATHER SHIP

Gar and Pok watch the fighters shift into a volley formation.

POK
I don't like this.

CUT TO:

24 SHIPS

Still for a moment, then ZAP! -- all blast the weather ship with rays.

CUT TO:

25 DEBRIS

Pieces of the weather ship floating slowly apart in space.

CUT TO:

26 DEBRIS

Seen from the Hammerhead ship. We pull back to see Sador's smiling face.

(CONTINUED)

26 (CONTINUED)

SADOR
So much for resistance from the planet Akir.

CUT TO:

27 INT. HAMMERHEAD, SADOR AND CREW

Laughing. Sador has one arm wrapped in a blue-tinted plastic, being treated for gangrene. One leg is shorter than the other; he wears a platform shoe to even his gait. The crew are of one piece but mutants -- leg braces, mouth harnesses, half-inch thick glasses -- our impression is one of sickness and decay (the Malmori might be dressed in some awful hospital-patient type of uniform).

SADOR
Prepare the black projector!

CUT TO:

28 CITY CENTER - SHAD AND ZED

Listening as the lights suddenly dim.

SHAD
What's that?

CUT TO:

29 CITY CENTER

People looking up, whispering to each other in fright, as the city is darkened by the huge overhang of Hammerhead which hovers above it. They GASP.

CUT TO:

30 SKY

A huge, projected face is beginning to take shape on the blackness: Sador, glaring down. He begins to speak, his voice like thunder from the sky.

(CONTINUED)

30 (CONTINUED)

SADOR
Hear me, beings of Akir! I am Sador of the Malmori. I have come with my forces to conquer you. If you fight we will crush you. We possess a stellar converter, the most powerful weapon in the universe. You cannot resist us.

CUT TO:

31 CITY CENTER - SHAD AND ZED

Watching, horrified.

SADOR
We want your planet to be our colony. We wish to rule you, not to kill you.

CUT TO:

32 CITY CENTER - ANOTHER ANGLE

Akira looking up.

SADOR
Your harvest comes in seven risings of your red giant ...

CUT TO:

33 SKY, SADOR'S FACE

SADOR
We will return then, and you will accept us as your masters. If you do not submit, your planet and all the life on it will be burned to ash. We go now to destroy the planet of Umateal, whose inhabitants have defied us.

CUT TO:

34 INT. HAMMERHEAD, SADOR

Face bathed in eerie light, looking out at Akir as he speaks.

(CONTINUED)

34 (CONTINUED)

SADOR
Their fate may be yours.

Sador steps back out of the eerie light, snaps to his crew.

SADOR
Snipers forward!

YAGO
Snipers forward!

SADOR
Project the targets. Fire at will!

CUT TO:

35 SKY

Sador's face is gone now; instead we see one of the Akira, looking upwards, gasping as he sees himself projected on the sky.

CUT TO:

36 CITY CENTER

Akira gathered around, watching.

AKIRA MAN
That's me! That's me up there!

Tense whispering among them and then ZAP! A lightning bolt crashes down and strikes the man dead, the crowd screaming.

CUT TO:

37 SKY, PROJECTION

Another Akira, seeing self, begins to run, ZAP! struck by a bolt.

CUT TO:

38 ANOTHER ANGLE - CITY CENTER

A knot of people looking up together, suddenly all dash away, leaving one woman standing, frozen, screaming.

WOMAN
No! No! Not me! Not me!

ZAP! A bolt strikes her dead.

CUT TO:

39 SKY, PROJECTIONS

Three more Akira people appear, startled, ZAP! ZAP! ZAP! One by one they are struck dead.

CUT TO:

40 CITY CENTER - SHAD, ZED, FAMILY

Watching the sky. A woman carrying a small child appears in the projection. She screams, pushes the child into the man's arms and jumps away from them just as ZAP! She is hit by a bolt. Shad rushes to her.

CUT TO:

41 SKY, SADOR

His face projected once more.

SADOR
Merely a demonstration, beings of Akir. We will return in seven risings. You are ours.

Sador's face faces, smiling coldly, and the sky begins to lighten.

CUT TO:

42 INT. HAMMERHEAD, SADOR, CREW

SADOR
Yago! Pick one fighter to stay behind and watch them. All other ships, full thrust to Umateal! (Smiles.) We have a promise to keep.

CUT TO:

43 INT. COUNCIL HALL, MEN AND WOMEN

Sit in a rough circle, debating hysterically.

FEH
We can't fight back! They'll kill us all!

LUX
(a sturdy, attractive woman)
They're Malmori.

MOL
Maybe we could coexist. We've absorbed other cultures.

DAB
Not the Malmori. We'd be their slaves.

FEH
At least we'd live!

LUX
But how? We've created a culture that provides for every living thing on our planet. Many have ended so that could be possible. Do we give it all up now?

MOL
But they'd kill us!

LUX
Everything ends, the stars and planets themselves will end. If we can't live our lives the way we want, at least we can choose the way we lose them.

DAB
Lux is right. We have to fight!

FEH
We don't know <u>how</u>! We live by the Varda, the Varda is <u>not</u> to fight! The Akira haven't fought for centuries!

(CONTINUED)

43 (CONTINUED)

ZED
(loudly, off)
I have fought.

The people look to the corner.

CUT TO:

44 ZED

ZED
And I am a son of Akir.

CUT TO:

45 INT. COUNCIL HALL

FEH
You're an old man.

ZED
I lasted this long by fighting.

FEH
We'll all be killed! We're defenseless!

ZED
To fight creatures of violence, you gotta use creatures of violence.

DAB
We should hire mercenaries?

MOL
We have no wealth to offer them ...

ZED
The violent fight for many reasons.

FEH
But who'll protect us from these mercenaries?

ZED
(smiles)
For that we have the Varda.

(CONTINUED)

45 (CONTINUED)

LUX
And who will find them?

SHAD
(stands)
I will.

FEH
You're a boy!

SHAD
The Varda tell us that each form has its function.

MOL
(proudly)
My brother is the only one who can fly Zed's ship.

FEH
It's a junkpile.

ZED
Junkpile? Nell and me pillaged the Black Galaxy together, we laid waste to the Lamda Zone and the Zelasny Belt, we carried the motliest collection of forms and sub-species this side of the Kadesh Vacuum ...

DAB
Shad's never been out of the atmosphere.

SHAD
I know the controls, I've taken Nell up. She trusts me.

CUT TO:

46 EXT. MOUNTAINS BEHIND AKIR

Zed and Shad approach a ledge on the side of the mountain. Zed passes his palm against a trap door which opens to reveal Nell the space ship, concealed within a hangar carved out of the side of the mountain.

CUT TO:

47 INT. NELL

Shad and Zed in the cockpit.

ZED
And your first mission?

SHAD
(reciting)
To go to the Phoenix Cluster and find the station of Dr. Hephaestus.

ZED
Best weapons man in the system. Drop my name and he's sure to help us. If he's still kickin. You've checked all operations?

SHAD
She's ready to fly.

ZED
I'm turnin you over to this boy, Nell. Take good care of him.

NELL
I'll do my best. At least I won't have to do that damn guided tour any more.

ZED
Nell remembers everything that's been said or done inside of her. She tells you something, you can be sure it's hard data.
(sadly)
I'll miss you, old girl.

NELL
And I'll miss you, Zed the Corsair.

CUT TO:

48 CITY CENTER

Akira moving about. There is a distant roar, and they look to the sky as Shad zooms away in the spaceship.

CUT TO:

49 INT. NELL, SHAD

Alone at the front viewport, watching Akir recede.

SHAD
I've lived my whole life in the city.
I've never been away from home.

CUT TO:

50 NELL, SPACE

Nell very small cruising in the vastness.

NELL
I am home.

CUT TO:

51 SPACE, MALMORI FIGHTER

The fighter slowly orbitting Akir.

CUT TO:

52 INT. MALMORI FIGHTER

Two mutants, KALO and TEMBO, watching a blip on their radar screen.

TEMBO
What do you think it is, Kalo?

KALO
Maybe some of them trying to escape to another planet.

TEMBO
What do you think we should do?

KALO
We don't have orders about escape attempts.

TEMBO
So?

KALO
So we blow it up.
(Tembo smiles.)
Just to be on the safe side.

CUT TO:

53 INT. NELL, SHAD

Just completing a practice maneuver.

NELL
Not bad, boy. But next time you do the loop, kick your reaction engines in on the upsweep. You're too cautious.

SHAD
There's so much space to move in out here.

NELL
Things are gonna get tighter real fast. Look in your screen, dead ahead.

Shad looks. There is a far-off object moving toward him.

NELL
Malmori fighter. Just one, but it's coming full thrust.

SHAD
(scared)
What do I do? Nell, what do I do?

NELL
Try to stay alive.

CUT TO:

54 SPACE, MALMORI FIGHTER

Zooming straight at us, begins to fire tracer rounds.

CUT TO:

55 SHAD'S FACE

Terrified.

CUT TO:

56 SPACE, FIGHTER, NELL

Nell dips sharply under the fighter, which whips around to chase and they zip around like swallows, Nell zig-zagging, looping, reversing direction, with the fighter careening in pursuit.

CUT TO:

57 INT. FIGHTER

Kalo at the controls, Tembo behind the gun.

TEMBO
Get me a shot! Just one clear shot!

KALO
I'm trying, I'm trying, but they won't stand and fight!

TEMBO
(furious)
Dammit, get me a shot!

CUT TO:

58 INT. NELL, SHAD

NELL
Loop-over reverse, hurry!

Shad programs the controls, the ship rolls and we see the fighter in the screen, flanked.

NELL
Now, boy! Blow em away! Blast em!

Shad is confused. We tilt down to his hand, tensing on the trigger, pausing, then moving back to the controls. We pull back to see them veer away from the rear of the fighter.

NELL
You blew it! You blew your chance!

SHAD
Can we outrun them?

NELL
You had them dead to rights!

SHAD
(shouting)
Can we outrun them?

NELL
We sure as hell can't outfight em. Not with you in the driver's seat.

CUT TO:

59 SPACE, NELL, FIGHTER

Nell takes off in a bee-line, the fighter starts after, then slows.

CUT TO:

60 INT. FIGHTER

TEMBO
Why are you slowing down?

KALO
We were ordered to watch the planet, not chase refugees out in space.

TEMBO
The hell with orders! I want that ship!

KALO
Remember Lobo? He disobeyed orders. And now Sador is wearing his left foot.

TEMBO
(considers)
Yeah. Maybe we better go back.

CUT TO:

61 INT. NELL, SHAD

NELL
Showing my backside to those mutant sonsabitches! Never thought I'd see the day! You got no backbone, boy. Why, when Zed was your age ...

SHAD
Our job is to find mercenaries. And I'm not Zed.

NELL
Not even a pale imitation.

SHAD
I thought I did pretty well at the controls.

(CONTINUED)

61 (CONTINUED)

NELL
Sure you did. They ever hold a contest for runnin away you'll be the champeen of the universe!

SHAD
(sighs)
Just take me to the Phoenix Cluster.

DISSOLVE TO:

62 SPACE STATION

Of Dr. Hephaestus. Battleship gray, revolving in space like a huge steel gyroscope.

CUT TO:

63 INT. NELL, SHAD

Looking at the station through the panel and speaking on his radio.

SHAD
Dr. Hephaestus? Hello? This is an emissary from the planet Akir, requesting permission to come in.
(No response.)
Dr. Hephaestus?
(Still nothing. Shad flicks the radio off.)
I'll have to go in anyway. Manual controls, Nell, docking thrusters ...

CUT TO:

64 SPACE, NELL, SPACE STATION

The ship gently docking on the surface of the station.

CUT TO:

65 INT. SPACE STATION, SHAD

Warily walking down an endless, garishly lit white-tiled corridor. We follow. No sign of life, nothing but white noise and pools of shadow between the lights. A mechanical buzzing comes from up ahead, and a driverless cart appears, cruising toward Shad. It slows, stops next to him, idling. Shad looks up and down the corridor, shrugs, sits in the cart.

CUT TO:

66 SHAD'S LEGS

Snap! Leg irons clamp onto Shad's ankles.

CUT TO:

67 SHAD'S ARMS

Snap! Handcuffs clamp his wrists down.

CUT TO:

68 SHAD

Snap! An iron collar clamps around his neck. The cart turns around and zooms off down the corridor.

CUT TO:

69 GLOVED HAND

Poking through a stack of cassettes, selects one. We follow it over to the head of a young, nice-looking man, smiling but with his eyes closed. The hand positions the cassette at the back of the head, then thwacks it in. The eyes pop open, the man begins to sing. We pull back to see the head is connected to a half-completed mechanical body. The work gloves are on a young woman wearing a welding visor. We follow her across a crowded workshop. She lights a welding-arc and begins to work on a faceless android. A red light buzzes on above her head. The girl speaks.

NANELIA
Bring it in.

CUT TO:

70 CORRIDOR, SHAD

Locked into the cart, idling in front of sliding doors. They whoosh open, the cart buzzes into the workshop, stops in front of Nanelia, who stands with hands on hips. She smacks the singer on the nose, it stops, the cassette popping out the back of its head.

(CONTINUED)

70 (CONTINUED)

NANELIA
Who sent you?

Shad tries to talk, but the iron collar is too tight.

NANELIA
What have you come for? Who do you belong to?

Shad forms words but no sound comes out.

NANELIA
Audio malfunction, huh?
(picks up a blowtorch)
I'll have to take a look at your banks.

She flicks the torch on, comes near Shad's skull with it, his eyes bug, he shakes his head as much as he can. Nanelia stops, looks, puzzled, pushes a button on the cart. The iron collar springs open.

SHAD
(croaks)
I'm not an android!

Nanelia touches Shad's face skeptically, then starts back in surprise.

NANELIA
You're warm!

SHAD
I'm organic, dammit!

Shad steps out of the cart, rubbing his wrists, and Nanelia backs away in fright.

SHAD
What's the matter, you never seen a living creature before?

NANELIA
No. Besides my father.

(CONTINUED)

70 (CONTINUED)

SHAD
What?

NANELIA
There are only the androids. I take care of them.

Shad looks at the face-plate of the android Nanelia was working on.

SHAD
Take care of them, huh? Who does the faces?

NANELIA
(shy)
I do. I design them all.

Shad looks at her, then at the android's face.

CUT TO:

71 FACE

It is almost an exact replica of Shad's.

DISSOLVE TO:

72 CORRIDOR

We trail the cart carrying Nanelia and Shad. Every fifty feet there is another monitor camera set high on the wall, swivelling to follow as they pass.

SHAD
(finishing)
... and unless I can bring back a force equal to theirs we're doomed.

NANELIA
That's terrible.

SHAD
Do you think your father will help?

(CONTINUED)

72 (CONTINUED)

NANELIA
My father -- my father isn't the way he was when your friend Zed knew him. He's -- well, you'll see.

SHAD
But he will help?

They have come to a halt at some sliding doors.

NANELIA
Here we are. You go on alone. It's father's wish.

Shad looks at her, puzzled, gets out. She turns the cart around and buzzes off. The doors whoosh open behind Shad.

CUT TO:

73 INT. DR.'S CHAMBER, SHAD

Looking at awe at something.

CUT TO:

74 DR. HEPHAESTUS

We pan slowly over him. He is mostly machine. His eyes are a pair of cameras that move independently of each other, one always trained on Shad. His ears are replaced by a sonar scoop that swivels to face Shad when he moves. There is a screen showing EKGs and an oscilloscope that wriggles when he speaks. A android and a robot stand discreetly to the rear. All the parts feed by wire into a thick control box that is translucent. Within it we can just make out a brain suspended in liquid.

DR.
(speakers)
You are welcome, Shad of the Akira.

SHAD
(not sure where to look)
I've been sent by your friend, Zed the Corsair, to ask that ...

(CONTINUED)

74 (CONTINUED)

DR.
I heard your story in the corridor. When you are in my station, you are in my presence.

SHAD
Oh. Will you help us?

DR.
(sighs)
I am an old man, older even than Zed. I have seen wars, large and small, throughout the galaxies. Forms must prey on other forms to survive.

CUT TO:

75 WORKSHOP, NANELIA

Watching the exchange on TV monitors, upset.

SHAD
That isn't what the Varda teach. We prey on no-one.

DR.
You eat plants and animals. These too are forms.

CUT TO:

76 CHAMBER

SHAD
But that's different, that ...

DR.
I won't help you. Your planet is doomed. And I have other plans for you.

SHAD
Like what?

DR.
This station was built for many. It remains a hollow and lonely place. You've met my daughter ...

(CONTINUED)

76 CONTINUED

SHAD
You want to breed me with your daughter?

CUT TO:

77 NANELIA, MONITORS

Freaked out by this.

DR.
It seems a better fate than that offered by the Malmori, does it not? You would stay here in peace forever.

CUT TO:

78 CHAMBER

SHAD
And what about your daughter? Did you ever ask what she wanted?

DR.
Saunders! Askew! Escort the gentleman to Nanelia's room. He has a lot to think about.

Saunders, an android, and a robot are on Shad in an instant, spiriting him away.

DR.
You can have it all, young man -- my daughter, an eternal existence, everything -- instead of a quick and violent ending.

SHAD
I'd rather end than survive like you. You're a machine.
(He's carried out.)

CUT TO:

79 WORKSHOP, NANELIA

She looks at the android with the face that resembles Shad's, smiling at her, then smacks it aside angrily and stomps out of the room.

CUT TO:

80 CORRIDOR, SHAD

Again locked in the cart, guarded by Saunders and the robot, Shad is conveyed along the corridor.

81 INT. CHAMBER, DR., NANELIA

DR.
In my mobile days I met thousands of living beings. I know how their minds function. The boy wants to stay.

NANELIA
That's not what he said. You can't hold him against his will.

DR.
Then his will must be changed.

NANELIA
And how are you going to do that?

DR.
I'm not. You are.

NANELIA
Father ...

DR.
Who gave you life? Who nurtured you, who has sustained your life in empty space, who has provided for your every need and desire?

NANELIA
My needs maybe, but my desires ...

DR.
Silence! Now, who gave you life?
(Nanelia lowers her eyes)
Very well. This is for your own good. Do exactly as I tell you.

DISSOLVE TO:

82 WORKSHOP, NANELIA, SHAD

Nanelia approaches Shad, who is still a prisoner in the cart.

NANELIA
Hi.
(No response.)
Father wanted me to talk to you.
(Shad stares at her.)
He means to keep you here. For me. I'm sorry.

SHAD
I don't have time for this. My planet is is danger! Don't you have enough toys?

Nanelia connects something in the back of the android she was working on, and the android is activated. It steps to her side and looks at Shad.

NANELIA
He says you're sure to be killed. I wouldn't want that.

SHAD
(sarcastic)
I'm touched.

CUT TO:

83 CHAMBER, DR., SAUNDERS

Saunders standing rigidly, receiving his instructions.

DR.
Prepare the conugal suite, Saunders. Fresh bedding, everything.

SAUNDERS
The gentleman will be staying, then, sir?

DR.
He will. Nanelia will convince him.

SAUNDERS
I'm sure she will, sir.

(CONTINUED)

83 (CONTINUED)

DR.
The defense of his planet is hopeless. He'll understand that.

SAUNDERS
I'm sure he will, sir.

DR.
We're going to have children here, Saunders. Noise, excitement ... life.

SAUNDERS
It will be quite a change, sir.

DR.
He'll thank me. He will. The defense of his planet is hopeless. He'll understand that.

SAUNDERS
Yes, sir. You said that before, sir.

CUT TO:

84 WORKSHOP, NANELIA AND SHAD

The android listens raptly to their conversation. As Shad talks, Nanelia releases him from the cart. Shad gets up, flexing his legs and arms, as he continues.

SHAD
... and in the colder season even the grasses in the meadows change color.

NANELIA
(dreamily)
Chlorophyll content.

SHAD
Whatever. They turn bright red, oranges, yellow; they wave and change shade when the wind blows.

(CONTINUED)

84 (CONTINUED)

NANELIA
Wind?

SHAD
It's, um, kind of like the ventilation in here. Rapid ventilation. But it's different, it's bigger, it's ...

NANELIA
I've scanned all these things in our data banks but I've never experienced any of them.

SHAD
There is a form in the Black Galaxy whose children have no immune system till the age of five cycles. The slightest trace of disease and they'd rot like fallen fruit.

ANDROID
I've heard of them. The Huddites.

NANELIA
(annoyed)
Who asked you?

SHAD
The children are kept in an air-tight enclosure, a huge suit with its own atmosphere. Their food and drink is filtered through a plastic tube, whatever they see or hear or touch is sensed through a layer of plastic.

ANDROID
It's not safe out there, Nanelia. Your father has told you, time after time ...

SHAD
When they reach five cycles all the relatives gather in a special room and look on while the child tears at the plastic with its nails and teeth, tears until it breaks through into the arms of its family, feels their skin for the first time, feels the wet on their cheeks ...

(CONTINUED)

84 (CONTINUED)

ANDROID
It's horrible out there -- forms preying on other forms, death ...

SHAD
Half of them never do develop immunities, and they die soon after. But the Huddites still think the breaking out ceremony is beautiful.

NANELIA
You want to go back, don't you? Even if it's certain you'll end?

SHAD
Yes.

NANELIA
(turning to android)
Step into the docking doorway.

ANDROID
I must warn you, Miss Nanelia, that will cause the captor grid to short circuit.

Nanelia gestures him in. He gives a small bow, steps into the docking doorway. SNAP, CRACKLE, POP! The field sparks all around him, then goes dead as he slumps to his knees, smoking.

SHAD
Come with me! You know computers, you could help us.

NANELIA
I can't. I -- I can't leave my father. I can't.

SHAD
(turns away, sadly)
It's your life.

As Shad crosses the threshold of the docking doorway, an ALARM sounds, then the riderless cart speeds after him.

CUT TO:

85 CORRIDOR, SHAD, CART

Shad running down the corridor, the riderless cart shadowing him. He speeds up to lose it, it speeds up too. He slows, it slows. He backs up, it backs up. He stops, it stops, idling beside him. He suddenly sprints away, the cart patching out after him. Shad leaps -- CRASH! -- deliberately right into a wall, the cart smashing in head first beside him. Shad slowly picks himself off the floor, testing various joints, then looks at the totalled cart.

SHAD
Dummy.

CUT TO:

86 WORKSHOP, NANELIA

Alone, deep in thought. She looks at the docking doorway. She turns and hastily pulls out a small upright computer from a console.

87 INT. NELL, SHAD

Shad breathlessly flicking switches on the control panel.

NELL
What took you so long?

SHAD
They wanted me to stay for dinner.

NELL
And how's old Doc Hephaestus?

SHAD
Not the man he used to be. Let's get outta here.

CUT TO:

88 COMPUTER SCREEN, GREEN BLIP

Nell pulling away from the space station.

DR.
Treachery! Saunders!

We pull back to see Saunders watching the screen, which is part of the doctor's gadgetry.

(CONTINUED)

88 (CONTINUED)

SAUNDERS
Sir?

DR.
Bring me my daughter.

SAUNDERS
I'm afraid it's too late, sir.

CUT TO:

89 EXT. HEPHAESTUS SPACE STATION

A shuttle ship (Nanelia's) takes off from the surface of the station and zooms away.

CUT TO:

90 SCREEN, TWO GREEN BLIPS

The shuttle leaving the station, heading after Nell.

DR.
Gone?

We pull back to see the doctor and Saunders.

SAUNDERS
Quite gone, sir. I've cancelled her dinner.

DR.
Nanelia!

CUT TO:

91 CORRIDOR

Long and empty, the doctor's voice echoing from loudspeakers.

DR. (V.O.)
Nanelia!

CUT TO:

92 INT. NANELIA'S WORKSHOP

Empty. The remains of the destroyed android on the threshold of the docking doorway.

DR.
Don't leave me, Nanelia!

93 INT. CHAMBER, SAUNDERS, DR.

SAUNDERS
I'm afraid she can't hear you, sir. Sound cannot travel through space.

DR.
I can't live without her.

SAUNDERS
Pardon, sir?

DR.
I wish to end.

SAUNDERS
Yes, sir. How, sir?

DR.
You must end me.

SAUNDERS
I'm sorry, sir, but that which is not organic must not harm that which is. We cannot violate our programming, sir.

DR.
You can stop the parts of me that are machine, Saunders. That is not forbidden.

SAUNDERS
True, sir.

CUT TO:

94 SPACE, NELL, SHUTTLE

Approaching each other.

CUT TO:

95 INT. CHAMBER, DR., SAUNDERS

At a large bank of instruments, carrying out the doctor's orders.

DR.
Stop the visual, Saunders.

The eye-cameras stop moving, monitors in the chamber go black.

DR.
Now my aural and tactile -- now shut the blood pumps down. Cut the dynamo. Goodbye, Saunders.

CUT TO:

96 EKG GRAPH

The needles wriggle in a steadily flatter curve, then draw a straight line.

CUT TO:

97 PICTURE

A framed picture propped on top of a console. The picture shows an old man with a very little girl on his lap.

CUT TO:

98 OSCILLOSCOPE

Registering a straight horizontal.

CUT TO:

99 SAUNDERS

Turning from the instrument panel, walking to the doctor.

SAUNDERS
Goodbye, sir.

CUT TO:

100 CRANE SHOT, HEPHAESTUS

We watch from above as Saunders and the robot curl up around Hephaestus and stop moving. All is still.

101 SPACE, NELL, SHUTTLE

Cruising close, the shuttle, a tiny spoon-shaped thing. (voices on track).

SHAD
No weapons?

NANELIA
No. But I've brought an analyzer. We can predict their attack modes and plan a defense.

NELL
I'd like to exchange data with that thing. Might be some new wrinkles I should catch up on.

NANELIA
Who's that?

SHAD
Just Nell. See you on Akir.

NANELIA
Nell?

CUT TO:

102 INT. HAMMERHEAD, SADOR

Yago enters with a mutant crewman who carries a small leather pouch.

YAGO
Our emissary is back from Umateal. They've replied to our ultimatum.

SADOR
And?

Yago nods and the crewman empties the sack onto the table, a pile of fine white dust.

(CONTINUED)

102 (CONTINUED)

SADOR
What's this? Aurium crystals? We demanded food and transplants!

YAGO
It's our emissary, sir. They've powdered him.

SADOR
Damn!

He slams his fist on the table, scattering the dust.

YAGO
They're a proud form, sir.

SADOR
Another hour and they'll be an extinct one. Not a trace of them left, not even their dust!

CUT TO:

103 SPACE, NELL

Cruising alone again.

CUT TO:

104 INT. NELL, SHAD

SHAD
Think she'll be all right crossing through the Lamda Zone?

NELL
Well, in my day that was a pretty wild area, but it's probably tamed down like everything else.

SHAD
I suppose.

NELL
Starboard side, boy! We got some action!

Shad looks to the screen.

CUT TO:

105 SPACE, JACKERS, HAULER

The Hauler is a wedge-shaped ship pulling an immense blimplike container behind it. It is being strafed from all sides by little mosquito-like ships, rays bouncing off its force field.

CUT TO:

106 INT. NELL, SHAD

NELL
The little ones are Jackers. They're trying to steal the load from the big one.

SPACE COWBOY
(on radio)
Mayday! Mayday! Got my hands full a trouble here and if there's anybody in the galaxy who'd like to help I'd surely 'preciate it. Mayday! Mayday!

SHAD
Can we help him?

NELL
Not without a fight, boy. You won't be able to outrun these babies.

SHAD
(deep breath)
I've never taken life before.

NELL
The Varda say we can take life to save life.

SPACE COWBOY
(radio)
Mayday! Mayday! My force field is fadin quick here, pardners!

SHAD
Manual controls! Let's do it!

CUT TO:

107 HAULER, JACKERS

Seen through the panel, Nell speeding toward them.

CUT TO:

108 SPACE, NELL, JACKERS, HAULER

Nell above and behind the attacking Jackers, dives for them.

CUT TO:

109 SHAD

Tense, one hand on the controls, one on the gun-control.

CUT TO:

110 EXT. NELL, GUNS

Gun barrels jutting out from the hull.

CUT TO:

111 SHAD

Watching a Jacker through the panel, almost on it from the rear.

NELL
Fire, boy, fire!

SHAD
(freezes)
I can't! Not from behind!

NELL
You stepped in it, boy, you got to follow through.

CUT TO:

112 JACKER

Seen dead center in Shad's scope.

CUT TO:

113 SHAD'S HAND

On the trigger, tenses, then lets go. The trigger depresses and the guns begin to chatter by themselves. We pull back to Shad, startled, grabbing the gun and reflexively swinging it to hit the Jacker -- BOOM!

SHAD
You fired without me!

NELL
It had to be done, boy.

SHAD
You were placed under my command!

NELL
Zed put you in my care.

SHAD
But ...

NELL
Jacker to port! Sector three!

Shad swings the gun left, fires -- BOOM! Another attacker blasted.

NELL
Starboard side, sector one!

CUT TO:

114 JACKER

Coming in fast, firing.

CUT TO:

115 EXT. NELL, GUNS

Swivelling, firing.

CUT TO:

116 SPACE, NELL, JACKER

The Jacker firing tracers that glance of Nell's field, then Nell blasts heavier rays -- BOOM! Exploding the Jacker.

CUT TO:

117 INT. NELL, SHAD

SHAD
(upset)
I did it. I didn't think, I just did it.

NELL
You had to, boy. You done fine.

SHAD
But you shot without me! "That which is not organic must not -- "

NELL
" -- harm that which is." I know, I know. It's a damn stupid rule. But I aimed wide, boy. You're the one shot it down.

SPACE COWBOY
(on radio)
Vocal transmission, do you read me? Uh, thanks for savin my neck there, good buddy. You got your Space Cowboy here, long hauler from the planet Earth. Whyn't you pull up and we'll put the eyeball on each other?

SHAD
Coming in.

DISSOLVE TO:

118 INT. NELL, SHAD, SPACE COWBOY

Cowboy is an older man wearing a big Stetson. He looks like he's been through a lot.

COWBOY
Help you fight? Son, I was in the Vesuvian Wars, in the Omega Campaign, helped clear the firesnakes offa Velcro II. Got this scar here fighting with the Daltecs against the Zandoman Empire ...

(CONTINUED)

118 (CONTINUED)

SHAD
We could use an experienced soldier.

COWBOY
What I'm tryin to say is that I seen too many battles. I've hung it up, made a solemn promise to myself I'd never fight again. S'why I bought this rig.

NELL
Transmission from the planet Umateal! The Malmori force has arrived!

COWBOY
What?

SHAD
Put it on the screen, Nell.

CUT TO:

119 SCREEN

Visual noise, then we see the Malmori fleet cruising off a small, pale-green planet. We track in to the screen till we are completely within the picuture.

CUT TO:

120 UMATEALIAN SHIP

Hurrying away from the planet, but quickly surrounded by a pair of Malmori fighters which begin to escort it back toward the Hammerhead.

COWBOY
(off)
I don't envy them folks none.

CUT TO:

121 HAMMERHEAD

A panel in the middle of the head lifts slowly and a huge ray gun comes out.

SHAD
(off)
The stellar converter!

CUT TO:

122 CLOSE SHOT, STELLAR CONVERTER

Looking deadly. It fires.

CUT TO:

123 SPACE, HAMMERHEAD, UMATEAL

The ship blasts the planet with a searing bright ray from the converter, the planet glowing white -- an effect like holding a blowtorch on an orange. The ray cuts off.

CUT TO:

124 UMATEAL

Blackened, smoke rising all over it.

CUT TO:

125 SHAD, COWBOY

Watching the screen.

COWBOY
What'd you say the name of that planet was?

NELL
Umateal.

COWBOY
Well, scratch one delivery.

SHAD
You mean you were ...

COWBOY
They thought they'd be fighting a guerilla war, that they'd need small arms.

SHAD
Arms? Listen, maybe we could make a deal.

COWBOY
They're all yours, son. Got to unload em if I'm gonna have the fuel to make my home forty.

(CONTINUED)

125 (CONTINUED)

SHAD
Could you -- would you train us to use them? Help us set up a ground defense?

COWBOY
(considers, sighs)
What the hell. All I got waitin on Earth is the Teamsters' Union and the finance company. Sure, son, I'll help you. But I won't fight. I been to too many bad wars, I've ended too much life. I won't fight.

CUT TO:

126 UMATEAL

The planet black, smoldering.

DISSOLVE TO:

127 SPACE, NANELIA'S SHUTTLE

Cruising alone. There is a lot of debris floating up ahead of her.

CUT TO:

128 NANELIA

Watching through her front screen. There is debris floating all around her: space ships ripped apart like sardine cans, shards of metal, chairs, personal items floating, bumping up against the screen as Nanelia eases the ship through it all -- but nothing organic, no bodies. Something starts to take shape ahead in the distance, glowing. Nanelia strains to see. Closer, we see the outline of a giant phosphorescent claw rushing at the ship.

CUT TO:

129 NANELIA

Her horrified face.

CUT TO:

130 INT. SHIP

Doing a jolt-and-dim like a depth-charged submarine as the claw grabs it.

CUT TO:

131 SPACE, ZYME, SHIP

The zyme is a gigantic creature that is a cross between a lobster and the Northern Lights. It has the ship in its claw, pulling it to its mandibles.

CUT TO:

132 INT. SHIP

Nanelia being tossed around like dice in a cup, the hull of the ship groaning under the pressure.

CUT TO:

133 CEILING BOLTS

Pop! Pop! Pop! Pop!' Ceiling bolts along one seam come popping out under the crushing grip.

CUT TO:

134 NANELIA

Thrown to the ground screaming, looks through the screen at the mandibles about to tear the ship apart -- ZAP! CRACKLE! Suddenly the creature is crackling, glowing all over with electric-blue voltage. It screams an awful echoing scream.

CUT TO:

135 SPACE, ZYME, SHIP

The zyme is sparking all over like a severed high-tension wire, writhing, screaming, it drops the ship which floats lifelessly away. The zyme goes limp. A spaceship like an alligator with a long pointed nose, appears from the distance. It cruises up to Nanelia's little Spoon, a large bay drops like a lower jaw, and swallows it up. The Gator heads for the dead zyme.

DISSOLVE TO:

136 INT. GATOR, NANELIA

She hangs swinging by her bound hands like a side of beef on a meathook, unconscious, bathed in sweat. She starts to come to.

CUT TO:

137 NANELIA, CLOSE SHOT

Her eyes opening, gasps, frightened by what she sees.

CUT TO:

138 NANELIA, GATOR CREW

Four creatures staring at her. A large man with a lizard-like face seems to be the leader. He is bare-chested, has a bright, Yakuza-style tattoo of a dragon covering most of his back. Behind him are two solemn-faced little children, genderless, who have a reddish tinge to them. Next to them squats a very blond, very tanned man in a breech-cloth, with elaborate facial tattoos.

CAYMAN
(grins)
Yes indeed. A very tasty morsel.

NANELIA
Who are you?

CAYMAN
Your saviors. You were about to be digested by a zyme.

NANELIA
Zyme?

CAYMAN
A creature that consumes living organisms. We're zymers, we cook them down for their protein. I am Cayman of the Lamda Zone, and this is my crew.

The two child-creatures have come close to Nanelia. She gasps.

(CONTINUED)

138 (CONTINUED)

NANELIA
They're burning me!

The creatures step back quickly.

CAYMAN
(smiles)
They are Kelvin. Urim and Thunim.

CUT TO:

139 KELVIN

Watching Nanelia.

CAYMAN
The Kelvin are thermal creatures. They communicate in degrees of heat. You've noticed the temperature in here?

CUT TO:

140 NANELIA, CREW

NANELIA
It's boiling.

CAYMAN
I'm a cold-blooded creature. Those of my form have always lived with the Kelvin. When I leave the ship for a cold planet ...

NANELIA
(realizing)
They keep you alive! And you supply all the protein they must need -- a symbiotic relationship.

CAYMAN
(small bow)
You're a scientist.
(indicates blond savage)
Quopeg, my pooner. He's from a desert planet.

(CONTINUED)

140 (CONTINUED)

NANELIA
Well, I'd like to thank you all very much. Now if you'd just cut me down ...

Cayman pushes her with a long, clawed finger. She swings on the hook.

CAYMAN
Don't be too grateful. You could be cooked into protein as easy as the zyme. I know markets where a female of your form would pull in some heavy dust.

NANELIA
(shocked)
You'd do that? You'd sell me?

CAYMAN
Live or as protein. I do whatever pays best.

NANELIA
(fishing)
Listen, I'm hiring mercenaries to fight in a great battle. For the planet Akir.

CAYMAN
(slyly)
And what does this planet have to offer me?

NANELIA
(desperate)
They, um, they have the richest molybdenum deposits in the system.

CAYMAN
(laughs)
Nice try, hotblood. I seen Akir. It's got nothin I want.

NANELIA
You're heartless! You're just like Sador!

Cayman's smile goes stony. He lifts Nanelia off the hook, grabs her by the hair and stares into her eyes.

(CONTINUED)

140 (CONTINUED)

CAYMAN
Sador? Sador of the Malmori?

NANELIA
That's who we're fighting against.

CAYMAN
(lets her go)
So, Sador lives. Your ship will need repairs.
(to Quopeg, barking)
Cut the zyme loose! We cruise for Akir!

CUT TO:

141 SPACE, NELL

Cruising alone again.

CUT TO:

142 INT. NELL, SHAD

Struggling with the controls.

SHAD
What's wrong? I can't move it!

NELL
We're being pulled in by something, feels like a magnetic net. Look, sector two!

Shad looks. We see a ship in the distance, a round, flattened disc like a can of tuna fish.

SHAD
Dammit, we don't have time for this! Prepare for full thrust, we'll bust loose!

NELL
I'm not strong enough. Remember the Varda.

SHAD
What about them?

(CONTINUED)

142 (CONTINUED)

NELL
Think. What would the Varda say about this set-up?

SHAD
(thinks)
To use greater strength against itself.

NELL
It's our only hope, boy.

SHAD
Okay, change course. Right into their laps.

CUT TO:

143 SPACE, NELL, DISC

Nell coming in to gently dock with the Disc.

CUT TO:

144 SHAD

By the exit panel, tense. He practices quick-drawing his ray-gun.

NELL
The boarding panels are joined. Good luck, Shad. Remember the Varda.

The panel whooshes open, Shad steps into an ante-chamber. The panel closes. The panel of the Disc opens and he steps into a totally white, circular control room. Five men work various controls, backs to him, dressed in identical white clothing. Shad draws his gun.

SHAD
Okay, what's the big idea?

The men turn slowly. They are hairless, covered from head to foot in a sterile white. They are identical, clones. They stare wordlessly.

(CONTINUED)

144 (CONTINUED)

SHAD
Don't everybody talk at once.
(No reaction. He
waves the gun.)
If I don't get some answers fast
I'm gonna have to use this thing.

CUT TO:

145 MAN

Staring intensely at Shad. We pan to another of them, also staring.

CUT TO:

146 SHAD

His gun arm starts to tremble as if something invisible is pulling it; it bends back till Shad is poking the gun into his forehead. His eyes cross looking at the barrel.

SHAD
Let me rephrase that.

CUT TO:

147 MEN, SHAD

His arm snaps down, the gun clatters to the floor. One man steps out toward Shad.

NESTOR
You are not of a violent form. We sensed that you did not intend to shoot.

SHAD
You read my mind?

NESTOR
Among other things. We have monitored your travels. You are seeking mercenaries for an adventure. We wish to participate.

SHAD
We can't offer much in payment ...

NESTOR
No need. We are self-sufficient. We are Nestor.

(CONTINUED)

147 (CONTINUED)

The five of them make a short bow, then all but the speaker turn back to their panels.

SHAD
All of you?

NESTOR
(points to self)
This is but a facet.
(points to others)
These are but facets. There are hundreds of thousands like us at home and throughout the universe. We are Nestor.

SHAD
You're clones.

NESTOR
In a manner of speaking. We share identical consciousness. What one sees, all see, what one knows, all know.

SHAD
And you -- all of you -- want to help us?

CUT TO:

148 FACETS

One has poured a cup of liquid. We follow as it is passed from facet to facet, none looking at it or each other, passed in one smooth movement up to the speaker, who hands it to Shad.

NESTOR
These five facets, yes. Four are required to operate this ship.

SHAD
And the fifth?

NESTOR
We always carry a spare.

(CONTINUED)

148 (CONTINUED)

SHAD
(receiving cup)
Thank you. And what about the rest of Nestor? The other facets?

NESTOR
They are at home or engaged in other adventures. There is only Nestor, one consciousness. As you might imagine, this has proven very lonely, very dull. We must avoid becoming -- we believe you have a phrase for it -- becoming bored to death.

CUT TO:

149 SPACE, MALMORI FIGHTER

The rear guard fighter cruising in orbit of Akir.

CUT TO:

150 INT. MALMORI FIGHTER, KALO AND TEMBO

KALO
Orders were to guard the planet.

TEMBO
Where's it gonna go? C'mon, let's do it.

KALO
It'd make you happy, wouldn't it?
(Tembo smiles, Kalo grabs the stick)
What the hell, they're only Akira.

CUT TO:

151 AKIR, AGRICULTURAL AREA WITH THE CITY IN B.G.

Mol, dressed in yellow, presiding. The groom and his family are all dressed in white, the bride and hers all in bright red.

MOL
... a bonding approved for procreation, a bonding conceived in the face of our present crisis ...

(CONTINUED)

151 (CONTINUED)

Mol stops, hearing something. The others look to the sky. We hear a BUZZING.

MOL
Everybody scatter! Don't group together!

The Akira rush screaming in all directions, red mixed with white now. The fighter makes another pass, Mol separating from the crowd. She runs desperately as the BUZZ follows just above and behind her.

CUT TO:

152 INT. FIGHTER

TEMBO
Yee-hah! Scoop her up, Kalo! Scoop her up!

CUT TO:

153 MOL, AGRICULTURAL AREA

A deafening VACUUM CLEANER NOISE as the ship scoops Mol up, taking a big divot of eath, then the BUZZ LEAVES. We pull back to see the Akira wedding guests sadly watching it go.

CUT TO:

154 SPACE, NELL

Cruising toward a small, dark planet.

CUT TO:

155 INT. NELL, SHAD

The planet coming closer in the screen.

NELL
In the old days Nascosto was the wildest city in the Smilax system -- freebooters, outlaws, adventurers of every form and ism, all gathered under one roof. You're looking for mercenaries, boy, that's the place to go.

CUT TO:

156 EXT. NELL, PLANET SURFACE

Nell cruising low over a planet bombarded by electrical storms. (Voices on track.)

SHAD
Doesn't look like much of a city to me.

NELL
It's all under the surface, boy. The weather's a bit touchy up top -- they'll have a tornado or a radiation storm every couple days. Keeps the tourists away.

CUT TO:

157 EXT. NELL, PLANET SURFACE

The ship gently lighting on a flat section of ground.

CUT TO:

158 INT. NELL, SHAD

Strapping his sidearm on, readying to leave the ship.

NELL
... and if anybody gets salty with you just mention Zed the Corsair.

SHAD
It's been fifty cycles since you were here last.

NELL
It can't have changed that much. Not Nascosto.

CUT TO:

159 SHAD, PLANET SURFACE

A slight wind blows sand as he walks over the desolate terrain to a dry wash where a cluster of small mounds topped with metal hatches sticks up like a prairie-dog village. Shad tries to open a hatch, bangs on it with his feet and then the butt of his gun. It won't budge.

(CONTINUED)

159 (CONTINUED)

SHAD
(yelling down)
Hey? Anybody down there? Let me in!

Nothing. He tries another hatch, stuck, tries yet another. This one flies open with a blast of gas and smoke that blows him over backwards. He kicks the hatch shut. He moves away from that one, tries another. It opens easily, silently. Shad looks down into the black hole, aims his flashlight, clicks it on.

POUNCE! A huge, black-fanged serpent snaps up at him. He drops the light down the hole and scrambles away, terrified. As he does, a concealed trap door collapses beneath him, and he falls in.

CUT TO:

160 BLACK

We hear Shad's panting. Light comes up, violet, darkroom light. Shad lies on the floor of a casino-like room, machines all around him glowing with colored light. He stands and we dolly with Shad past the row of pleasure machines. He bumps into one machine. Its lights glow brighter, it starts playing EERIE MUSIC -- a jukebox. Each pleasure machine is labelled in several languages including English. One labelled Dial-A-Drug looks like a switchboard, dozens of syringes hanging by plastic tubing from a selector panel.

There is an automat machine with pictures of food on it. Shad hits a button, the machine whirs and a wedge of pie appears in the delivery chute. Shad takes it, blows on it, dust flies off, he puts it back. There is a slot machine with a humanoid hand on the end of the lever. Shad yanks it. The windows show two dark blue flashes accompanied by two deep BOOPS, then a light green flash with a HIGH BEEP. No payoff.

Next Shad comes to a huge machine, Dial-A-Mate. Shad is hooked, he's lost his caution of the place. Under FORM on the panel there are thirty selections. Shad pushes one. Under SEX there are six choices. Shad pushes FEMALE. Immediately a screen on the selector column begins to flash pictures of different attractive humanoid women. Shad pulls the lever down when it shows a smiling blond woman in a silky red outfit. The machine HUMS, the large translucent panel in its side glows with light, and the outline of a seated woman appears behind it. The HUM STOPS, the panel slowly slides up. There sits a skeleton in silky red tatters.

(CONTINUED)

160 (CONTINUED)

Shad backs away, then runs, horrified. He stumbles into another room, stops, startled. We pan with his point of view across the room -- piles of glowing, crystalline treasure spilling from chests and buckets everywhere, precious metals and jewels scattered on the floor -- we pan till we reach a man sitting calmly on a gilded chair, dressed in somber black and silver, staring at Shad with no sign of emotion and levelling a ray-gun at him.

CUT TO:

161 SHAD

Gasping in surprise.

162 GELT

Deathly pale, pale blue eyes, white hair. He speaks softly, with an unsettling note of disinterest.

GELT
Who sent you?

SHAD
I'm on a mission for the people of Akir.

GELT
Akir? I've never done a job on Akir. Why should they be looking for me?

SHAD
I'm hiring mercenaries. I was told there would be many in Nascosto.

GELT
You're a little late for that. There's nothing left but me and the lower forms.

SHAD
I met one of them. What happened?

GELT
(shrugs)
The other planets in the galaxy formed a protective association, they raised an army and cleaned us out. We made them nervous.

SHAD
But you stayed?

GELT
I came back to rest. There isn't a galaxy in the universe where there isn't a bounty on my head.

(CONTINUED)

162 (CONTINUED)

SHAD
How'd you get so popular?

GELT
I settle disputes. The quick way. I'm very good at it and I don't care who I work for. I've collected a lot of enemies along the way.

SHAD
You kill for pay?

GELT
I have no home, no family, no principles. What else would I kill for?

SHAD
For pleasure?

GELT
(shakes his head)
It's strictly business with me. Now what's your pitch?

SHAD
We're hiring mercenaries to protect against an invasion. I'm afraid all we can offer is food and shelter -- all our wealth is in our culture.

GELT
(smiles coldly)
I could buy your whole planet ten times over with what I've gathered in this room -- plutonium, cadmium, molybdenum, qualine crystals -- I've been well paid for my work.

SHAD
I'm sorry. (Rises.) I've wasted your time.

GELT
Wait. Listen to the rest of it. I sleep with my back to the wall, when I can sleep. I eat serpent seven times a week. There isn't a major city in the galaxy I can show my face or spend my wealth in.

SHAD
So?

GELT
So it's a buyers' market on hit-men. Right now your offer is worth a lot to me. (Shakes his head ruefully.) A meal and a place to hide.

CUT TO:

201 SPACE, NELL

Cruising alone again.

CUT TO:

164 INT. NELL, SHAD

At the controls.

SHAD
So what do you think of him?

NELL
He'll fight, all right, but he'll fight alone.

SHAD
Is that okay?

NELL
Just as long as you keep him pointed in the right direction.

As if from nowhere a tiny, red, dartlike ship appears directly in Nell's path and stops there.

SHAD
What's that?

NELL
I don't know, but it's right in my flight path. Maybe it's a mercenary answering your call.

SHAD
In that peashooter?

NELL
In some galaxies that would be a big ship. The Thalians of Pentax aren't much bigger than your hand, but they're some bad customers.

SHAD
I don't have time to play with him, whoever he is.

Shad programs the controls to go around the Dart, but it zips over into his path again. There is a brief flash of light from it and then a small sphere the size of a volley ball comes floating very slowly toward Nell's screen.

(CONTINUED)

164 (CONTINUED)

NELL
Put up the force field.

SHAD
What is it?

NELL
Put up the force field, hurry!

Shad hits a button, then watches the sphere smash against the field in front of the screen like an egg on a windshield.

SHAD
What the hell is it?

NELL
A challenge.

SHAD
What?

NELL
Seems he don't think this galaxy's big enough for the both of you.

165 SPACE, NELL, DART

The Dart opens fire with little pellet-like rays, zipping about at several times normal speed. It can zip sideways, forward and back, can hover like a hummingbird. Its rays bounce straight back off Nell's force field.

CUT TO:

166 INT. NELL, SHAD

Trying to get a bead on the zipping Dart.

SHAD
They're completely outmatched, they must know that!

NELL
Don't lower the force field to shoot. They're too fast for you to hit. The field will protect us.

(CONTINUED)

166 (CONTINUED)

SHAD
But they keep coming!

NELL
Ignore it, boy. If it can't hurt you, forget about it. That's what the Varda say.

SHAD
The hell with the Varda! I can nail them, I know I can!

NELL
Dammit boy, what's got into you?

SHAD
We're under attack!

Shad opens fire at the Dart, swivelling wildly to keep up with it.

NELL
You shoot down a couple Jackers and all of a sudden you're the Scourge of Outer Space ...

SHAD
Help me! I can get them if you help me!

NELL
Help yourself. Can't you see they're just playin with you? You're bein sucked in, boy.

SHAD
Shut up and help me! We've got to fight!

CUT TO:

167 SPACE, SHIPS

The Dart easily side-slipping Shad's rays, playing with him. Finally it zips around to Nell's blind side and zaps her with a ray-blast. Nell is enveloped in a beautiful, bright yellow glow.

CUT TO:

168 INT. NELL, SHAD

Everything bathed in the yellow glow.

SHAD
What is it? What's happening?

NELL
A blank.

SHAD
What?

NELL
Soft light, no heat.
(the glow subsides)
I'm not damaged.

The Dart is visible through the front panel, hovering a little way off.

NELL
I have a transmission.

A young woman appears in the panel. Tall, blond, wearing a metallic helmet and breastplate. She is smiling.

ST. EXMIN
I am Saint-Exmin of the Valkiri. I have counted coup upon you. It was a very enjoyable fight.

SHAD
Enjoyable?

ST. EXMIN
But then all fighting is enjoyable. I have heard of your battle with the Malmori. I wish to join you.

SHAD
Why?

ST. EXMIN
The Valkiri are great warriors. In our youth we must leave home and fight in many battles, till we have proven ourselves.

(CONTINUED)

168 (CONTINUED)

SHAD
You've proven yourself to be a pain the the neck. Go away.

ST. EXMIN
But I wish to fight.

SHAD
Dammit, we're in a life-or-death battle and you're playing tag. Your ship is like a toy.

ST. EXMIN
It's one of the fastest in the universe.

SHAD
The Varda tell us that swift rain is little rain. You don't have enough firepower.

ST. EXMIN
But I want to join!

SHAD
It isn't a game! We don't want you, we don't need you, we won't have you! Goodbye.

Shad flicks the picture of her off, hits the controls. We see the Dart in the panel again, hovering, getting distant as Shad zooms away.

NELL
You were a little harsh, weren't you?

SHAD
You saw her. She was playing with me.

NELL
Yes. And she won.

SHAD
(stung)
Back to the Lamda Zone! Full speed!

DISSOLVE TO:

168 SPACE, HAULER, NELL

The "BATTLE BEYOND THE STARS THEME" begins to play as Nell joins the Hauler, they cruise together. (Voices on track.)

SPACE COWBOY
Hello there, good buddy. I been waitin on you. Where's everybody else?

SHAD
We'll meet them in the Lamda Zone.

COWBOY
Roger that, good buddy. Let's put the hammer down.

DISSOLVE TO:

170 SPACE, NELL, HAULER, DISC

Nestor's ship joining the other two from behind. (Voices on track.)

SHAD
Space Cowboy, this is Nestor.

COWBOY
Welcome aboard, pardner.

NESTOR
We are pleased to meet you.

COWBOY
We? Who else you got in there, Nestor?

SHAD
Later, Cowboy, it's a long story.

DISSOLVE TO:

171 SPACE, SHIPS

The three ships are approached by a small, silver, bullet-shaped ship.

COWBOY
Now who's this comin along?

(CONTINUED)

171 (CONTINUED)

SHAD
That, um, that's . . .

GELT
The name is Gelt.

COWBOY
Where's your home forty, Gelt?

GELT
I was born in space.

COWBOY
Oh. Well, pleased to meetcha, Gelt, whyn't you just pull in between me and Nestor here, make yourself comfortable ...

GELT
I don't like having anyone behind me.

COWBOY
Oh. Well, have it your way, buddy.

DISSOLVE TO:

172 SPACE, SHIPS

Nanelia's shuttle and the Gator approach and join the others. They cruise in a single file, a collection of different shapes and sizes. (Voices on track.)

COWBOY
Whooo-eeee! Looks like we got us a convoy!

NANELIA
Shad, this is Cayman of the Lamda Zone.

SHAD
Thanks for joining us.

CAYMAN
I'm only in this for Sador. I want his head.

(CONTINUED)

172 (CONTINUED)

SHAD
You're welcome to it.

GELT
There's someone following us.

We pan back across empty space till we come to the Dart, trailing them at a distance.

SHAD
Just ignore her. Maybe she'll go away.

DISSOLVE TO:

173 INT. MALMORI FIGHTER, KALO

Muffled protests from the rear as Kalo gazes blankly out the screen at Akir. There is a bleep, he looks at a dial on the instrument panel.

CUT TO:

174 DIAL

A sweep hand registering one BLIP at first, then three, then five, then seven.

CUT TO:

175 KALO

KALO
Seven.
(worried, calls)
Tembo, come on up here!

TEMBO
(from rear)
I'm busy!

KALO
Forget about her! Something's coming!

(CONTINUED)

175 (CONTINUED)

TEMBO
(bursts into cockpit)
Wha?

KALO
Something's coming. Seven ships.

TEMBO
What should we do?

KALO
(ponder a long moment)
Run away?

TEMBO
Good idea.

CUT TO:

176 SPACE, SHIPS

The convoy of defenders with Akir just visible in the far distance. Gelt's Bullet detaches from the group and zooms forward.

CUT TO:

177 INT. FIGHTER, KALO AND TEMBO

Tembo watching the dial as Kalo mans the controls, the dial bleeping louder and faster.

TEMBO
Hurry, one of em's gaining on us!

KALO
It can't be! We're at full thrust!

TEMBO
It's gaining! It's catching us! Turn and give me a shot at it!

KALO
We don't know what it is, that's crazy!

(CONTINUED)

177 (CONTINUED)

Mol, looking battered, leaps into the cockpit and throws herself on the throttle, pulling it back.

TEMBO
Hey!

KALO
Get her off there, we're losing speed!

Tembo tries to wrestle Mol off the controls.

CUT TO:

178 SPACE, FIGHTER, BULLET

Gelt's ship coming up rapidly on the fighter's tail, SCREAMING like a falling bomb.

CUT TO:

179 INT. BULLET, GELT

Very cool in his cockpit, lining his sights up on the fighter ahead, reaches to push a button.

CUT TO:

180 INT. FIGHTER

TEMBO
(screams, wrestling Mol)
Turn and face it!

CUT TO:

181 GELT'S FINGER

Pushing the gun-button.

CUT TO:

182 SPACE, BULLET, FIGHTER

The Bullet fires a single blinding ray and BOOM! The fighter blows apart with a flash.

CUT TO:

183 MONITOR, INT. HAULER

We see debris from the fighter sailing apart in space in the monitor, then pull back to Cowboy watching it.

COWBOY
(into radio)
Whoever that fella is, he sure knows his business.

CUT TO:

184 INT. NELL, SHAD

Shad also watching a monitor.

SHAD
He's had lots of practice. Let's head for the surface.

DISSOLVE TO:

185 LANDING FIELD, AKIR, SHIPS

All the ships sitting on the barren ground but St. Exmin's, which makes a flashy touchdown next to them.

CUT TO:

186 SHAD, GROUND

Waiting to welcome his mercenaries. Space Cowboy comes to Shad wearing a gas mask.

SHAD
You won't need that.

COWBOY
No?
(lifts mask, sniffs cautiously)
I thought you said your atmosphere was like Earth's?

SHAD
That's what it says in our data banks.

(CONTINUED)

186 (CONTINUED)

COWBOY
(deep breath, shakes his head)
You must have somethin we don't.

SHAD
(points, calls)
The city is that way!
(Cowboy leaves, St. Exmin comes up, checking Shad out)
What are you looking at?

ST. EXMIN
You. You're a very attractive form.

SHAD
What's that supposed to mean?

ST. EXMIN
I wonder if our functions are compatible.
(Shad scowls)
Aren't you glad I came?

SHAD
No.

ST. EXMIN
(winks)
You will be, honey. You will be.

She goes on. Cayman comes by, flanked by Urim and Thunim, with Quopeg trailing, toting a harpoon. They pass on, Nanelia comes up.

SHAD
How'd you get that bunch?

NANELIA
Oh, just fishing around.
(whispers as the five facets of Nestor pass)
Where'd you find <u>them</u>?

SHAD
(whispers)
Not them. <u>Him</u>.

CUT TO:

187 CITY CENTER, DEFENDERS

Shad and the others he's recruited stand in the middle of the city center. It is deserted. The allies look around.

CAYMAN
Hail the conquering heroes.

SHAD
I'm sorry. They're afraid.

NESTOR
Of what?

SHAD
Of you. They're not accustomed to violence or violent forms.

ST. EXMIN
That's a hell of a note.

188 ZED

Appearing in front of the Tower.

ZED
Welcome to Akir.

CUT TO:

189 CITY CENTER, ZED, DEFENDERS

Akira poke their heads out of domes, and timidly RING the newcomers.

SHAD
(angry)
Why are you afraid? These beings come to help you, to save you! What's wrong?

FEH
(steps out warily)
These forms you've brought look worse than the Malmori.

(CONTINUED)

189 (CONTINUED)

Cayman roars a laugh, the Akira step back in fright.

CAYMAN
Worse than the Malmori? Let me tell you a story.

CUT TO:

190 CAYMAN, KELVIN

CAYMAN
Hundreds of cycles ago, long before any of us existed, Malmor was a thriving, war-mongering planet ...

CUT TO:

191 AKIRA

We pan along a group as they listen.

CAYMAN
Radiation hadn't messed their land over yet, their forms were free of mutation, their attack force unequalled in the system. That force came to Lazula, the planet of my species.

CUT TO:

192 SHAD AND NANELIA

Listening.

CAYMAN
We had nothing to offer them, not even our bodies. Different bloods.

CUT TO:

193 CITY CENTER, ALL

Cayman at the middle.

CAYMAN
They wasted our army in no time, and set up on our planet. A few Lazuli managed to escape into space, taking with them some of the Kelvin. Our species has wandered the stars, homeless, ever since.

CUT TO:

194 CAYMAN, CLOSE SHOT

CAYMAN
Our planet was made into a game preserve, its beings hunted for sport by the elite of Malmor. When all were ended, the Malmori poisoned the atmosphere, so that we can never return.

CUT TO:

195 CITY CENTER, ALL

A moment of silence, then --

FEH
But that's hundreds of cycles ago. Things have changed.

CAYMAN
The chief of the attacking force was named Sador.
(a gasp from the Akira. Cayman walks behind a small Akira child, puts his hands on its shoulders)
He's survived through all these cycles with the limbs and organs of his victims. He's sworn that he'll never end, and the mutants follow him with the promise that they can live forever too ...

A long pause, then Lux steps forward.

LUX
The Varda teach us to trust first and judge later. I'm sorry for the reception you got. Welcome to our city, defenders of Akir.

The Akira cheer the mercenaries, move closer to greet them.

CUT TO:

196 FEH

Hanging back, grim, as the others surge towards the aliens.

CUT TO:

197 SHAD, AKIRA

Shad being congratulated by his friends.

NOD
How did you find them all?!

DAB
Now we can avenge our dead! We can avenge the taking of Mol!

SHAD
Mol?

LUX
You weren't told? Your sister was taken by a Malmori fighter. Just this morning ...

They fall silent. Shad reacts, then looks beyond to Gelt, who stares back at him impassively.

DISSOLVE TO:

198 INT. COUNCIL HALL, NANELIA

Nanelia pulls a data sheet from the small upright computer she brought with her, which is now set up in the council hall. She turns to address the others.

NANELIA
The warning system is operational. The Malmori should reach us within a revolution and a half of this planet ...

CUT TO:

199 INT. COUNCIL HALL, NANELIA, DEFENDERS

One facet of Nestor, Shad, St. Exmin, Gelt sitting apart, Cayman with his two Kelvin. They sit ringed around Nanelia and her computer.

(CONTINUED)

199 (CONTINUED)

NANELIA
We have only five fighting ships against twenty-five of theirs. Our only hope is to surprise them somehow and knock out the stellar converter.

ST. EXMIN
Is that possible?

NANELIA
Watch the screen ...

CUT TO:

200 COMPUTER SCREEN

On it we see silent film of shots #121, #122, #123, the stellar converter emerging from the Hammerhead to fire on Umateal.

NANELIA
Like all of us, the Malmori ship has to lower part of its force field in order to fire. When the stellar converter is about to be activated, the ship is extremely vulnerable.

CUT TO:

201 COUNCIL HALL, DEFENDERS

NESTOR
Maximum spread capacity with an open-shield delivery system.

NANELIA
Exactly. They never bring the converter out till all opposition has been crushed by the fighters. Our job in the first contact will be to try to strip the big ship of its protection.

CUT TO:

202 AGRICULTURAL CENTER, AKIRA, SPACE COWBOY

Straightening a stuffed dummy of a Malmori warrior. He lays a melon gently on top for a head. We follow him back to a group of twenty Akira armed with hand ray-guns, stretched in a line facing the dummy. A facet of Nestor looks on, as does Gelt, armed with his ray-gun.

COWBOY
Now if push comes to shove we might have a ground war on our hands, and you folks've got to be prepared to fight.

CUT TO:

203 AKIRA

Listening intently, nervously fingering their guns.

COWBOY
So remember what I've said -- aim, deep breath, squeeze the trigger ...

CUT TO:

204 COWBOY

Demonstrating.

COWBOY
You're got your ray-guns set on Mark. In the real thing they'll be set on Kill. Aim -- deep breath -- squeeze ...

Cowboy zaps out a bolt that hits the dummy square in the chest, making a little black burn.

COWBOY
All right, you try it.

CUT TO:

205 AKIRA

Firing, turning their faces away, terrified of the guns.

CUT TO:

206 COWBOY

COWBOY
Aim, dammit, aim!

CUT TO:

207 AKIRA

Firing recklessly.

CUT TO:

208 DUMMY

Standing untouched, bolts missing it widely, then -- ZAP! A bolt from Gelt's ray-gun hits the center of the melon-head.

209 AKIRA, COWBOY, NESTOR, GELT

All looking at Gelt, who looks back at them grimly.

NESTOR
It appears that Gelt's patience has been tried.

COWBOY
He ain't the only one, good buddy.

CUT TO:

210 INT. COUNCIL HALL, NANELIA, SHAD

At a large metal board, moving magnets in the form of Akir and its asteroids, the Malmori and defenders' ships around.

SHAD
They'll know something's up when they can't contact the fighter Gelt shot down. So we have to re-bait the trap.

NANELIA
St. Exmin will be our decoy. We'll string them out and then attack from behind these asteroids. They won't know how many of us there are, and if we cause enough panic we might be able to get to the stellar converter.

CUT TO:

211 INT. COUNCIL HALL, ALL

NANELIA
The brain power is spread pretty thin among these mutants, and their motor skills aren't the greatest either. We should be able to out-pilot them and knock a lot of fighters out in the first exchange.

SHAD
Space Cowboy is training ground forces in case they send fighters down to the surface.

NANELIA
I'll be here co-ordinating the attack, with one facet of Nestor here just in case our ship-to-ground communications are jammed.

SHAD
(stern)
And remember, nobody take on Sador's ship alone. It has a stronger force field than any of us.

GELT
I don't know about that.

SHAD
(looks at him)
Wait till they bring the stellar converter out. Till the time is right.

GELT
I make my own time, kid.

Gelt gets up and exits abruptly.

CUT TO:

212 INT. HAMMERHEAD, CORRIDOR

A dozen mutant soldiers lined up, waiting, number slips in hand.

CUT TO:

213 INT. OPERATING ROOM

Sador looks on as Dako draws lines on two stripped, restrained Umatealian prisoners, as if preparing to section beef. The prisoners glare at Sador.

SADOR
Don't look so glum. We could have atomized you and everyone else on your ship. This way you'll be of some use.

YAGO
(hurrying in)
They're still lining up. These parts aren't going to go very far.

SADOR
We don't have the firepower to take Modoc, or the fuel to reach Aguapa. Akir is our last hope. We have to take it in one piece or we go hungry.
(to Dako)
How about those right arms?

DAKO
Sorry sir, they'd never fit. Your socket is incompatible.

SADOR
Damn!

CUT TO:

214 TOP OF TOWER

We tilt down to the base.

CUT TO:

215 INT. TOWER BASE

Nanelia, Cowboy and Lux are in the tower control center, gathered around a sand table map of the city. Behind them is a huge prism. A translucent shaft rises from the center of the prism to the top of the tower. Around the prism are four scooplike beam receivers mounted on thick posts anchored to the ground.

(CONTINUED)

215 (CONTINUED)

COWBOY
The idea of a ground defense is to limit your enemy to one approach.

LUX
(indicates sand table)
We're protected on three sides by mountains.

COWBOY
But you're wide open up front. It's like a bowling alley.

NANELIA
A what?

COWBOY
Later. If we had time and equipment we'd dig out a series of trenches up here ...

LUX
The Sensor can do that.

COWBOY
This thing can move rock and stone?

LUX
We use it for irrigation all the time. Akir is based on the transformation of energy ...

NANELIA
Conversion rather than combustion ...

LUX
Right. The Sensor converts energy from solar to sonic to geo-kinetic. We adjust the prism to send seismic instructions to the rock-strata beneath us.

215 CONTINUED

COWBOY
And who runs this contraption?

LUX
I do.

COWBOY
(smiles)
Well, hot damn. Tell your folks to stay inside for a bit - we're gonna make us a shootin' gallery.

DISSOLVE TO:

216 AGRICULTURAL AREA
a baren, rocky stretch of ground. Cowboy and some Akira finish driving some vibration stakes into the ground. They turn and race away. Nothing moving. Then it beings to tremble - a slight crack appears -

CUT TO:

217 INT. TOWER BASE
Cowboy joins Nanelia, and Lux. Several Akira are adjusting the prism with long poles-

LUX
Another three degrees-

CUT TO:

218 AKIRA
pushing at the poles - the prism emits rays of varicolored light, which are caught and reflected by the beam receivers.

CUT TO:

219 EXT. STONY GROUND
The vibration stakes in the ground give a low, angry rumble.

CUT TO:

220 LUX

LUX
That's it, right there -

CUT TO:

221 AGRICULTURAL AREA IN FRONT OF CITY
the crack widens and then a whole trenchlike fissure opens up in the rock. We PAN along the stony ground as evenly spaced trenches open from the rock one after the other - a very orderly earthquake. Suddenly, all is still again. One side of the city is now protected by a maze-like system of stone passageways.

CUT TO:

222 MAZE, COWBOY, LUX
they stand inside a newly formed trench.

COWBOY
We can hide in here, and they'll be forced to approach the city through the two entrances to this maze. Why don't you round up some of your folks and we'll plant a few surprises.

223 INT. MAZE _ COWBOY, LUX, AKIRA

An Akira comes running up, carrying an ammo box from Cowboy's ship. The Akira crowd around to watch as Cowboy rummages through the box, selects some explosives. He plants the explosives in a depression in the center of the tunnel floor. Lux covers up the explosives with camouflage dirt and stones after Cowboy sets them.

COWBOY
These babies were meant for the people on Umateal. You lay these in a bit of a hole, pull this plunger up, and then cover them real careful. I want you to start at the outer perimeter and work your way back towards the city.

DAB
Do they cause some kind of damage when someone steps on them?

COWBOY
That's the general idea. Let's get cracking.

Cowboy hands out explosives to the Akira, who hurry off with them.

LUX
We can also prepare the tunnels for defensive action.

CONTINUED

223 CONTINUED

COWBOY
How's that?

LUX
Set up some booby traps in the rock strata and program the Prism.

COWBOY
You got talent, Lux.

CUT TO:

224 ANOTHER PART OF THE MAZE - COWBOY AND LUX
With a solar powered drill, Cowboy bores through the rock wall of a passageway, high up in the wall. Then he and Lux drive home a series of vibration rods into the holes in the rock, at various acute angles.

225 MAZE - ANOTHER ANGLE
A group of Akira, in another passageway. One Akira sits up on the shoulders of another and hammers home a vibration rod high up on the wall. Further along, another works the solar powered drill. Two more trot by with vibration rods. We PAN WITH THEM --

226 INT. MAZE - AKIRA CHILDREN
with a pot of green paint and brushes. As the adult Akira drive home the vibration rods, the children paint a hieroglyph on the rock wall a few feet in front of the vibration rods. As the adult Akira move along to the next spot, the Akira children follow them.

227 MAZE - SURFACE - CLOSE ON VIBRATION RODS
being driven into the rock from above by a group of Akira, supervised by Cowboy.

COWBOY
(yelling down to Lux)
Okay - ready for testing!

CUT TO:

228 INT. MAZE PASSAGE - LUX
Lux, using a sonar measuring device which looks something like a divining rod, checks the co-ordinates of the vibration rod pattern. The device HUMS as she passes it over the surface of the wall, and Lux relays the information back to the Prism Control Team in the Tower, speaking into a spherical walkie talkie.

LUX
-7 degrees on the 1st decanate, then 9 degrees, five minutes on the 2nd decanate, followed by ten, repeat - ten degrees -

CUT TO:

229 INT. TOWER BASE
Akira adjusting the prism with long poles. The prism flashes light to the receivers.

CUT TO:

230 INT. PASSAGEWAY - MAZE
Cowboy and his helpers drop down into the passageway from above, as Lux finishes relaying the prism co-ordinates. Cowboy gestures the Akira helpers back out of the way.

CUT TO:

231 INT. MAZE - CLOSE ON COWBOY AND LUX
They wait, tensely - a LOW RUMBLE starts from the vibration rods. Lux pulls Cowboy back out of frame as -

CUT TO:

232 INT. MAZE
A huge slab of stone SMASHES DOWN from above -

233 INT. MAZE - COWBOY, LUX, AKIRA
In the background the Akira huddle on the floor of the passageway, their hands covering their ears. Cowboy and Lux beam in triumph at the slab of stone now blocking the passageway - Cowboy gives a whoop and hugs Lux.

CUT TO:

234 CITY CENTER
the defenders filing out of the council dome. Shad watches Nanelia walking away, talking with St. Exmin and one facet of Nestor while another trails them looking about at the city. Cayman comes up behind Shad, whispers -

CAYMAN
Got your eye on the scientist, hotblood?

SHAD
I'm worried about her. She's not used to the ways of living beings. She's - she's innocent.

(CONTINUED)

234 CONTINUED

CAYMAN
Innocent? A healthy young female with all those androids at her beck-and-call? They never wear out, androids, they never fade in the stretch or -

Shad gives him an icy look and stalks away. Cayman smiles leeringly, calls after him -

CAYMAN
Hey, different norms for different forms, hotblood. Cruise with it.

CUT TO:

235 MAZE - NANELIA AND ST. EXMIN
walking through the maze, planting sensor devices on the spots marked by the children.

ST. EXMIN
Never?

NANELIA
I was raised by androids.

ST. EXMIN
You're kidding.

NANELIA
No. In fact, you're the first woman I've ever talked to. My mother died before I can remember.

ST. EXMIN
I wasn't allowed to see males until I was 17 cycles old.

NANELIA
Really?

ST. EXMIN
Valkiri children are kept in separate schools, male and female, so they can concentrate on learning the behavior codes.

NANELIA
And then?

(CONTINUED)

235 CONTINUED

ST. EXMIN
At seventeen they put the two schools together for a whole cycle, no classes, no responsibilities, and all hell breaks loose.

NANELIA
Wow.

ST. EXMIN
(looks at Nanelia)
You like that Shad, don't you?

NANELIA
(guarded)
He's very nice. Do you like him?

ST. EXMIN
I could do wonders for that boy. I'd recharge his capacitors.

NANELIA
What?

ST. EXMIN
Stimulate his solenoid? Tingle his transponder? You know, sex.

NANELIA
Oh.
(shakes head)
I can't imagine what it must be like.

ST. EXMIN
(smiles, lays pot down)
Stick with me, honey. You'll get an education.

CUT TO:

236 CITY CENTER - KELVIN, AKIRA CHILDREN
three children facing the Kelvin who look nervous and hold hands -

PEZ
You wanna come and play? Out behind our dome?

WOK
We could play irrigation, or solar tag, or dome building, or -

(CONTINUED)

236 (CONTINUED)

Camera pans to Gelt, a little way off, beside a dome. He is cleaning his ray-gun.

PEZ (off)
Or war! We could play war if we didn't let the grownups hear us.

Gelt, overhearing this, smiles. It is the only time we see him smile. Camera pans back to the children.

LEM
You wanna?

The Kelvin look at them shyly, not comprehending.

GELT (off)
I don't think they want to play.

We pull back to include Gelt who has come up behind.

LEM
Why not?

GELT
Maybe because they're not children.

WOK
They're not?

GELT
Not the way you are.

WOK
Why are they holding hands like that?

GELT
They're whispering. They talk by passing different degrees of heat back and forth.

WOK
Oh. But why do they have to whisper?

GELT
Because if they stood apart and shouted to each other, everything in between would catch on fire.

WOK
Oh.

She looks at them a moment, then moves close and whispers confidentially.

(CONTINUED)

236 CONTINUED

WOK
If you change your mind, we'll be out behind our dome.

CUT TO:

237 INT. HAMMERHEAD, SADOR
emply space outside, Sador working radio controls as Yago stands by -

SADOR
Flagship to Rear Guard One, do you read me? Flagship to Rear Guard One, do you read me? Kalo! Tembo! Come in! Are we within range?

YAGO
Easily, sir. Something must be wrong.

SADOR
Something's wrong, all right. I've got an army full of genetic mistakes. Why can't our mutants be super-intelligent like the Eli?

YAGO
You can't expect us to measure up to you, sir.

SADOR
Don't flatter me. Those two probably slammed their ship into an asteroid.

YAGO
Maybe they were shot down.

SADOR
Impossible. Akir has nothing to put in the air.

YAGO
But if somebody came to help them -

SADOR
Help Akir? Against us?
(laughs)
Nobody's that stupid. Not even Kalo and Tembo.

CUT TO:

238 CITY, NIGHT
a long-shot, glo-balls flickering among the domes -

CUT TO:

239 INT. DOME - SHAD AND NANELIA
sitting by a brightly glowing pod-plant -

SHAD
How do you think it will come out?

NANELIA
Do you mean what do I feel or what does the data say?

CUT TO:

240 EXT. DOME - FEH
In the shadows, listening -

NANELIA (off)
I've fed all the available statistics into my father's analyzer.

SHAD (off)
The data.

NANELIA (off)
It says we have one chance in a hundred and thirty-four.

SHAD (off)
I had to ask.

Feh creeps away, looking scared -

CUT TO:

241 MAZE - DAY - DEFENDERS, AKIRA CHILDREN
the defenders lounging as they wait for action, Akira children all around, watching them in fascination. Four facets of Nestor are there, St. Exmin, Cayman, Gelt, Cowby, Lux, the Kelvin. Cowboy is roasting a weiner on a long stick over the sleeping Kelvin, as two facets of Nestor look on -

CUT TO:

242 COWBOY, KELVIN, FACETS

NESTOR
What is it you're heating?

COWBOY
(offers it)
Here, try some. It's called a hot dog.

One facet breaks off a piece and chews, the other considers the taste and speaks -

NESTOR
There is no dog in this. Hydrolized vegetable protein, soybean meal, niacin, dextrose and sodium nitrate flavoring.

COWBOY
Back home that's what we call meat.

CUT TO:

243 GELT
sitting apart from the others, cleaning his ray-gun. The three children who wanted to play with the Kelvin approach him warily, stand a little ways off staring at him. He looks at them, then goes back to cleaning his gun.

PEZ
Mister?

GELT
Huh?

PEZ
Are you a bad man?

GELT
(thinks a moment)
That's right.

WOK
Shy?

GELT
I don't think the way you Akira do. If you think different you get called bad. I don't think or feel the way you do.

(CONTINUED)

243 CONTINUED

WOK
How do you feel?

GELT
(thinks, shrugs)
I don't.

LEM
Mister?

GELT
Yuh?

LEM
Were you bad when you were little?

GELT
(looks at them again, thinks)
I was never that little.

CUT TO:

244 MAZE - COWBOY, AKIRA
Cowboy addressing a larger gathering of Akira.

COWBOY
I want you to get together and choose officers to lead the defense.

CUSH
Officers?

COWBOY
Right. Somebody to tell the others what to do.

MOB
We make all decisions by group. That's what the Varda teach.

COWBOY
But this is a <u>war</u> -

MOB
The Varda say neither to give or take orders.

(CONTINUED)

244 CONTINUED

COWBOY
Too many Indians and not enough chiefs around here. All right, scratch the officers.

CUSH
Thank you.

COWBOY
But I do want you to pick the best candidates to be taken out of here if we lose. My Hauler can pull a hundred, that would be enough to re-establish your race on some other planet.

LUX
We can't do that.

COWBOY
Now I know it's rough, deciding who's gonna go and who's gonna stay, but we have to face the possibility that -

LUX
We can't leave. Not one of us. This is our planet. The Varda tell us that our planet is our strength, our life. Without it we'd be like the Malmori.

COWBOY
But you'll <u>die</u> if you don't -

LUX
We know we're probably going to end. If that's so, we want to end together.

The Warning Tone sounds from the tower. Cowboy and the Akira react.

CUT TO:

245 TOWER
vibrating at it sounds.

CUT TO:

246 MAZE - SHAD
running out to them from the city.

(CONTINUED)

246 CONTINUED

SHAD
They're coming!

We hear high-pitched vibration sounds from the Tower.

SHAD
They're reached the checkpoints!
They're coming!

He arrives in their midst, panting -

SHAD
Battle stations, everybody!

Cowboy and Lux slap the Defenders on their backs as they hurry out of the maze. The facets trot out together to their ship. Cayman saunters by -

CAYMAN
See you later, hotblood.

Shad glares after him. St. Exmin pinches Shad's bottom as she passes -

ST. EXMIN
Yeah. See you later, hotblood.

CUT TO:

247 SPACE, MALMORI FLEET
cruising, the fighters ahead of the Hammerhead -

CUT TO:

248 INT. HAMMERHEAD, SADOR, CREW
is racing, Dako measuring his white arm, turned greenish and hanging lifeless at his side. We see Akir through the panel -

YAGO
Something's approaching sir. It's very small.

CUT TO:

249 INT. DART, ST. EXMIN
at the controls. Sador's voice booms over the radio.

(CONTINUED)

249 CONTINUED

SADOR
(radio)
Halt and be recognized.

ST. EXMIN
I am Saint-Exmin of the Valkiri.

CUT TO:

250 SPACE, DART, MALMORI FLEET
the Dart facing all the Malmori, hanging still -

ST. EXMIN
(track)
I am protector of this planet.
I order you to leave it in peace.

CUT TO:

251 INT. HAMMERHEAD, SADOR

SADOR
(laughs)
First line forward, blast her out of the sky! Second line, snipers, strafe the planet!

CUT TO:

252 SPACE, MALMORI SHIPS, DART
a line of seven fighters moves forward and blasts at her as another ten ships zip past towards Akir. The Dart zigs and zags, moves sideways, managing to slip in between the barrage of rays -

CUT TO:

253 INT. DART, ST. EXMIN
watching the rays through her panel - we tilt to her hand on the controls -

CUT TO:

254 MAZE, AKIR
light-bolts smashing down, we track to the interior of a trench where Cowboy, Lux and several Akira huddle, rays crackling overhead -

CUT TO:

255 SPACE, DART, MALMORI FIGHTERS
the Dart fleeing, the fighters strung out in pursuit, firing. Nell and the Disc swoop down from opposite sides, Nestor's ship blowing a fighter BOOM in the initial pass.

CUT TO:

256 INT. NELL, SHAD
firing at the fighter -

CUT TO:

257 INT. DISC, NESTOR
firing -

CUT TO:

258 SPACE, HAMMERHEAD, FIGHTERS
Two Malmori fighters are hit by Shad and Nestor, leaving only six to protect Hammerhead.

CUT TO:

259 INT. GATOR
Cayman at the controls, diving down onto the Hammerhead and its escort, firing -

CUT TO:

260 SPACE, HAMMERHEAD AND FIGHTERS, GATOR
Cayman swooping down firing rays that bounce off the Hammerhead's force field. The fighters hurry to move in between and Cayman veers away at the last minute.

CUT TO:

261 INT. HAMMERHEAD, SADOR
panic in his voice, screaming -

SADOR
All fighters regroup! All fighters regroup! Protective formation, on the double!

CUT TO:

262 INT. MAZE
the crackling subsides, then stops altogether -

LUX
Have they gone?

COWBOY
Maybe, maybe not. Keep your head down.

CUT TO:

263 SPACE, DISC, NELL, MALMORI SHIPS
Shad and Nestor chasing the first-line ships back toward the Hammerhead. Suddenly Gelt's ship swoops down, cutting a fighter out from the rest - chasing it off -

CUT TO:

264 DART
St. Exmin arcs through the sky, a Malmori ship zooms at her from behind, she does a 180 degree turn, and another appears from the other direction. The Dart zips straight up away from them, they zoom after.

CUT TO:

265 INT. DISC - NESTOR
One facet steering, all three of the others blasting away at once at their guns.

266 SPACE, GATOR, FIGHTERS
Cayman has a pair of fighters buzzing around him, bouncing rays off his force field. Cayman BLASTS one of the fighters.

CUT TO:

267 SPACE - DISC
BLASTS a Malmori fighter.

CUT TO:

268 SPACE - NELL
chasing the front line ships back towards Hammerhead. Shad BLASTS one of the ships. Suddenly three of the Malmori fighters swerve and come charging back towards Nell, firing - Shad fires back, HITS the first one.

CUT TO:

269 INT. NELL
Shad blasting away -

NELL
Starboard side, sector two!

Shad tries to swing the gun, it won't budge.

SHAD
It won't go, it's jammed!

CUT TO:

270 MALMORI FIGHTERS
coming closer at us, firing.

CUT TO:

271 SPACE, NELL, FIGHTERS
The fighters converge on Nell - firing - it looks as though Nell doesn't stand a chance with the weapons jammed. Suddenly the Bullet swoops down from nowhere, BLASTS one of the fighters and heads off the other one -

CUT TO:

272 INT. NELL

SHAD
Gelt!

CUT TO:

273 FIGHTER, BULLET
The two ships square off in space, facing each other.

CUT TO:

274 INT. BULLET, GELT
smiling, manipulates the controls.

CUT TO:

275 INT. FIGHTER
The Malmori smiling.

CUT TO:

276 SHIPS
They charge at each other, firing like a pair of knights jousting. Rays bounce off each ship obliquely, they narrowly miss each other on the pass. They manage to stop and turn to square off again.

CUT TO:

277 INT. HAMMERHEAD

SADOR
Who is that, Dako?

DAKO
Lobo. He's very brave.

SADOR
Brave, my ass. He's just got the IQ of an amoeba. Is he wired?

DAKO
Yes, but --

SADOR
Put him on lock-destruct with the other fighter. We'll trade them one for one.

CUT TO:

278 SHIPS
making another charge -

CUT TO:

279 INT. FIGHTER
The Malmori smiling - then we hear a buzz from his helmet, his eyes pop wide and his face goes blank -

CUT TO:

280 INT. BULLET, GELT
firing as the fighter comes directly at it - BOOM! He hits it, tries to veer -

CUT TO:

281 SHIPS
the fighter blowing apart and Gelt's ship smashing into a big hunk of its hull as it zooms through the debris. The Bullet starts to come apart on one side -

CUT TO:

282 INT. BULLET, GELT
at the controls, the ship rattling like a truck with a blown tire. We see through the screen that he is falling fast toward Akir -

SHAD
(on radio)
Gelt! Are you okay?

GELT
That remains to be seen, kid. Have a nice fight.

CUT TO:

283 GELT
a close-up. He is steely-eyed but sweating as he wrestles with the controls.

CUT TO:

284 SURFACE OF AKIR
seen through Gelt's screen, rushing at us, some detail visible now as Gelt levels the ship off and manages to slow it to airplane speed.

CUT TO:

285 INT. COUNCIL HALL, NANELIA
at the analyzer. WHAM! There is a tremendous crash outside - we follow her as she rushes out to see what it is - we hold on the entrance to the council hall for a moment, then Feh appears, looks around, and enters furtively -

CUT TO:

286 INT. NELL
cruising, empty space ahead. Suddenly -

NELL
Get ready boy, it's gonna hit the fan again -

(CONTINUED)

286 CONTINUED

A pair of fighters come at Shad, he pushes the ship into a dive -

CUT TO:

287 INT. MAZE, NANELIA, GELT, AKIRA
Nanelia and a few Akira carrying Gelt who is badly burned. Rays crackle overhead as they carry him carefully through the tunnel.

GELT
I got him, didn't I? I got him?

NANELIA
I saw it on the analyzer. You got him.

CUT TO:

288 SPACE
Nell and St. Exmin in the Dart engaging Malmori fighters.

CUT TO:

289 FEH
he is sitting on rock, shrouded in thick fog, straining to see something in the distance -

CUT TO:

290 LONG SHOT, FEH'S POV
There is a high, whining sound - the fog clears a bit and we see that a Malmori fighter has landed -

CUT TO:

291 MALMORI, FEH
a half-dozen Malmori soldiers led by Yago emerge from the fog as Feh waves them forward -

YAGO
Do you think we got through?

FEH
I deactivated the warning sensor.

(CONTINUED)

291 CONTINUED

YAGO
Your coordinates were perfect. Any ground defenses?

FEH
Yes, but I can get a few of you through first. Listen, I want you to know I'm not a traitor. I'm doing this because I want to save my planet. That's the only reason.

YAGO
Well, now you've got another one.

FEH
Huh?

YAGO
(grabs Feh by the throat)
First sign of a fuckup and I blow your head off. How's that for motivation?

He lets go, Feh looks at him in fright, nods -

FEH
This way.

YAGO
(to a pair of soliders)
You two will lead the assault team with the tank .

CUT TO:

292 DART, FIGHTERS
St. Exmin fleeing from a pair of fighters, running them through rolls and figure-eights, they almost collide with each other.

CUT TO:

293 CITY CENTER
deserted. Feh creeps into it stealthily, looking about. He goes to the council hall, peeks in, then signals. Yago and his three soldiers trot up and follow Feh into the council hall.

CUT TO:

294 INT. COUNCIL HALL, FEH, MALMORI
Feh is at the computer controls -

YAGO
I want you to cut their ship-to-ship and ship-to-ground communications.

Feh flips switches, unsure of himself -

FEH
You'll keep your promise? You won't kill us all?

YAGO
Far from it. Those who cooperate with us will be employed to control those who don't.
(smiles, grabs Feh's arm)
You know, we've been looking for an arm just about this size.

SOLDIER
There's something outside, Yago.

The Malmori draw their sidearms and look at Feh suspiciously. He shrugs, terrified. Yago pushes him at the doorway.

YAGO
You see what it is.

Feh walks tensely out the door, moving out of sight -

FEH (off)
Ahhhh!

CUT TO:

295 EXT. COUNCIL HALL, FEH, ZED
standing over Feh holding a pugel-stick with a mace on each end. He polishes Feh off with a whack on the head, finds the entrance, screams a war=cry and rushes into the council hall. We hold outside, hear commotion within, then quiet for a moment. Yago hurries out followed by his men, two bleeding and one dead, dragged by the heels. They trot away, we hold on the entrance. Zed crawls out, mortally wounded and drags himself towards the Tower to activate the warning signal.

CUT TO:

296 ON TOWER
as it vibrates with the Warning Tone.

297 MAZE, AKIRA, COWBOY
the Warning Tone just fading -

COWBOY
Here they come! Take your positions!

CUT TO:

298 INT. NELL

SHAD
(straining at the jammed gun)
It's not gonna work loose! What can we do?

NELL
If you can't point the gun you can point me - port side, sector three!

Shad evades an attacking fighter -

CUT TO:

299 EXT. MAZE -
a detachment of Malmori emerge out of the swirling fog. Their leader peers ahead through the fog.

MALMORI LEADER
1st unit, move in through the East entrance, 2nd unit, move in through the West entrance. Tank unit, bring up the rearguard - wait for orders to advance!

CUT TO:

300 INT. MAZE - MALMORI

The first detachment of Malmori soldiers enter at a trot, weapons at the ready.

CUT TO:

301 FURTHER DOWN THE MAZE
Akira on the alert, using the corner of a rock passage-way for cover. They hold their ray guns nervously.

CUT TO:

302 INT. MAZE - MALMORI - ANOTHER ANGLE
as they advance along the rock passage. Suddenly there is a LOUD EXPLOSION, and the first Malmori soldiers are blown up, the ones behind thrown to the ground by the force of the blast. Cowboy, with some Akira beside him, comes running up, firing at the Malmori who are starting to pick themselves up from the tunnel floor. There is an exchange of fire between the Malmori and the Akira. The Akira duck back again down another passageway.

CUT TO:

303 INT. MAZE - ANOTHER ANGLE
The 2nd detachment of Malmori soldiers move through. CAMERA PANS AHEAD to reveal a SENSOR DEVICE on the wall. The Malmori pass it.

CUT TO:

304 INT. CONTROL ROOM - TOWER
A BEEPING SIGNAL from the sensor device alerts the Akira manning the Prism. They adjust the prism with the poles.

CUT TO:

305 INT. MAZE
as the Malmori soldiers move through, there is a LOW RUMBLING SOUND from the vibration rods. Suddenly, a SLAB OF ROCK CRASHES DOWN FROM ABOVE, killing the soldiers in the vanguard. The soldiers bringing up the rear find their passage completely blocked by the huge rock. They retreat in confusion.

CUT TO:

306 INT. MAZE - ANOTHER ANGLE
The Malmori leader gestures to his second in command, who yells back down the passage.

MALMORI SOLDIER
Bring the tank up!

CUT TO:

307 INT. MAZE
Two Malmori drive a small tracked vehicle with a big sonar scoop that emits a high-pitched tone mounted on it. Foot soldiers with ray guns and thick, ear-covering helmets follow.

CUT TO:

308 INT. ANOTHER PART OF THE MAZE
Cowboy turns to Nanelia

COWBOY
What the hell is that?

NANELIA
Some sort of sonic weapon! We can't defend against it!

COWBOY
Another rock slide'll stop it.

CUT TO:

309 INT. MAZE
The sonar tank advances, followed by Malmori soldiers. CAMERA PANS IT PAST A SONAR DEVICE in the wall.

CUT TO:

310 INT. MAZE - COWBOY AND NANELIA
As Akira run past them, screaming, holding their ears. Lux runs up to Cowboy.

LUX
The sector 3 rock slide didn't work!

NANELIA
Their sonar weapon must be jamming our defenses!

(CONTINUED)

310 CONTINUED

COWBOY
(to Lux)
Regroup everybody in the city center - we've got to stop them as they come out of the maze!

CUT TO:

311 CITY CENTER, GROUND LEVEL
The Akira running toward us, blood coming through their fingers as they cover their ears. The Malmori take careful aim behind them and pick them off, safe behind the sonic shield --

CUT TO:

312 COWBOY
standing so all can see and hear.

COWBOY
Fall back! Fall back! Fire as you go!

CUT TO:

313 SPACE, NELL, FIGHTERS
Shad, zig-zagging, looping, every move possible to keep two fighters from getting him in a cross-fire.

CUT TO:

314 INT. NELL, SHAD
working the directional controls, the gun control in his other hand.

NELL
That's it, Shad, string them out! Keep them moving! Now back on him, right at him!

Shad manages to get one of the fighters separate from the others for a split second, doubles back on him, firing - BOOM! Blows him away.

CUT TO:

315 SPACE, GATOR
The smaller fighters buzzing around it like flies, still bouncing rays off the force field. One gets a little too close, Cayman fires a single burst - BOOM!

CUT TO:

316 CITY CENTER, SONAR TANK, MALMORI
The tank is halted at the far side of the square, emitting the high-pitched tone. Soldiers fire from behind it, as Akira, crazed by the sound, scatter in confusion.

CUT TO:

317 CITY CENTER, DEFENDERS
Cowboy, Nanelia, Nestor, Quopeg, the Kelvin - all sheltering behind domes and looking out across the city center.

NANELIA
It's a sonar tank. They're wearing sound-baffles in case they get in front of it. Even if we plug our ears we can't get much closer.

COWBOY
If only we had a mortar or two.
(looks crossly at the Kelvin)
I wish you two would keep your temperature down, it's hard enough to think.

NESTOR
I believe they're volunteering.

COWBOY
(looks at them)
Volunteering? What could they do?

NESTOR
For one thing, the Kelvin have no ears.

CUT TO:

318 SPACE, DISC, FIGHTERS
Nestor's ship attacked from all sides -

CUT TO:

319 INT. DISC, FACET
We watch over his shoulder as he blasts away at the ships that zip in and out of his range.

CUT TO:

320 CITY CENTER, SONAR TANK, MALMORI
The tank advances past the domes, emitting the unbearable high-pitched tone, Malmori advancing with its firing. The two Kelvin spring out from a dome onto the operators, hugging tight to them. A sizzling of flesh, screams. One foot-soldier rushes forward.

CUT TO:

321 QUOPEG
popping up from behind a dome, hurling a three-pronged boomerang.

CUT TO:

322 MALMORI SOLDIER
The boomerang catching him in the throat.

CUT TO:

323 CITY CENTER
The other foot-soldiers come rushing forward, the Kelvin face them, and send a heat-blast out from their bodies that scorches ground, air, everything in its path, reducing the first couple Malmori to ashes, searing the others into a running retreat.

CUT TO:

324 CITY CENTER, AKIRA
The sonar is off now, they come boiling out from behind the domes after the fleeing Malmori. We follow Cowboy and Nanelia to the tank. The Kelvin lay on it, looking nearly dead. Nanelia presses her palm to each of them.

NANELIA
They're cold.

COWBOY
They must've shot all their energy with that heat blast.

(CONTINUED)

324 CONTINUED

NANELIA
Somebody get them to the protein tanks, hurry!

A pair of Akira carry the Kelvin away.

COWBOY
Defensive formation, behind the tank! They're gonna counterattack!

Nanelia swivels the sonar-scoop to face the Malmori, adjusts the tank controls.

COWBOY
What good'll that do? They got them helmets.

NANELIA
I'm setting it at a frequency low enough to go right to the involuntary muscle system. Their bowels.

COWBOY
Will that stop 'em?

NANELIA
No, but it'll sure slow them down.

CUT TO:

325 GATOR, FIGHTERS
skirmishing.

CUT TO:

326 DISC, FIGHTERS
skirmishing.

CUT TO:

327 MOTHER, FIGHTERS
Nell, fleeing them.

CUT TO:

328 CITY CENTER
The Akira entrenched by the tank, the Malmori charging towards them, firing as they come.

CUT TO:

329 COWBOY

COWBOY
Ray guns on kill! Ready to fire - hit the sonar!

CUT TO:

330 TANK, NANELIA
she switches on the sonar, a low hum emanates and the Malmori break stride, confused.

CUT TO:

331 COWBOY

COWBOY
Sonar off! Charge!

CUT TO:

332 - 342 AKIRA, MALMORI
various shots of the Akira charging, the Malmori fleeing, Akira killing and being killed in close-range fighting.

CUT TO:

343 MALMORI
Three Malmori, weaponless, running in between a dome cluster -- Yago bring up the rear. Quopeg pops out in front of them, throws his harpoon WHOOSH! - pinning the first two together through the middle.

CUT TO:

344 QUOPEG, YAGO
Quopeg pulls out a long ivory knife, Yago runs in the other direction -- Quopeg loping easily after him. Yago takes a spill and Quopeg is on him, drawing the knife back - he halts in mid-stroke. He turns, there is a facet of Nestor staring at him. He nods, lays the knife on the ground by Yago, steps away. Nestor concentrates on Yago, who gets up, staring blankly, takes the knife and walks to Nestor. Nestor raises his arms over his head, then Yago trots him away in the original direction as a prisoner. Quopeg squats, watching them go.

CUT TO:

345 SPACE, NELL, FIGHTERS
The three fighters left make one more dive at Shad, then ZOOM away.

CUT TO:

346 SPACE, DISC
as the fighters retreat.

CUT TO:

347 SPACE, GATOR
chasing two ships away, they soon out-distance him.

CUT TO:

348 SPACE, DART
hovering alone in space, no enemy in sight.

CUT TO:

349 INT. NELL, SHAD

SHAD
Status report on the other ships?

NELL
Can you re-establish contact with the ground?

NELL
I'll try.

A moment, then all the lights on board go dim, the ship slows.

SHAD
Nell? What's wrong?

The lights and speed slowly come back up to full power.

NELL
I'm okay now, Shad. I received a transmission.

SHAD
What happened?

NELL
Zed the corsair has ended.

349 CONTINUED

SHAD
I'm sorry, Nell.

NELL
He was the last of the great ones.

CUT TO:

350 CITY CENTER, AKIRA
We pan around the Akira, tending to their wounded.

CUT TO:

351 CENTER, SHAD AND ST. EXMIN
walking together. Beyond them we see Akira carrying the dead to be buried, relatives weeping.

ST. EXMIN
(smiling, excited)
-right on my tail and at the last instant I pulled out and he smashed into the asteroid!

SHAD
You're just playing a game, aren't you?

ST. EXMIN
(noticing the dead)
I'm sorry. I forget your Varda. But I'm from a warrior race, we exist for battle. Our creed is to live fast, fight well and have a beautiful ending.

SHAD
No violent ending is beautiful.

ST. EXMIN
(smiles)
You've never seen a Valkiri go down.

Shad continues past her, we follow till he comes to a shallow grave, an Akira man inside digging it out. They exchange a look, the man indicates something over his shoulder, shakes his head, Shad nods. We follow him to Gelt, laid out on a pallet, burned and bloody, Cush attending him.

SHAD
Gelt?

(CONTINUED)

351 CONTINUED

GELT
(gasping)
I had to move in. Half the universe trying to kill me and I volunteer to get shot at.

SHAD
Lie still. We've sent for a healer.

GELT
What a place to end. A minor planet in a third-rate galaxy. Some deal I made.

SHAD
(he knows Gelt is dying. He has to struggle to cover his emotion)
Yeah. Some deal.

GELT
At least -- at least, I didn't get it from behind.

His eyes go out of focus, he dies. Shad pushes his lids down, turns to Cush who is crying.

SHAD
Have somebody prepare a meal.

CUSH
A meal?

SHAD
Full course. Then bury it with him.

CUSH
Bury it?

Shad walks to the edge of the grave, we look down in -

SHAD
That was our agreement. A meal and a place to hide.

CUT TO:

352 INT. - NELL, SHAD AND NANELIA
Shad on his back tinkering under the gun panel with a pair of pliers. Nanelia lies next to him, watching his face.

(CONTINUED)

352 CONTINUED

NANELIA
Do you think maybe - after all this, you could - uhm - could show me the ropes?

SHAD
The ropes?

NANELIA
St. Exmin said - she explained how on her planet - listen, what do you do here? For procreation, I mean?

SHAD
Well, males and females get together, and --

NANELIA
Only two sexes? On Bilandic it takes three for copulation and on Kitzel III, they have --

SHAD
Males and females. That's all.

NANELIA
Whew. That's a relief.

SHAD
Anyhow, I guess I could. Show you the ropes.

NANELIA
(nervous now)
Uhm - I think it's your torque-bar.

SHAD
Huh?

NANELIA
Your torque-bar. It's slipped its groove, you'll need a new one.

SHAD
Oh.

CUT TO:

354 EXT. DOME - NIGHT, COWBOY, LUX
sitting close together, Lux pointing out constellations.

(CONTINUED)

354 CONTINUED

LUX
There's the Fallen Tree and there's the Rhomboid and there's the Great Gloamer.

COWBOY
What the hell is a gloamer?

LUX
A beast that lives in our Uninhabited Region. Very ferocious. A fighter, like you.

COWBOY
I'm not a fighter anymore, Lux.

LUX
Why not?

COWBOY
Every time you take life, it's a reminder of how easy your own could be taken, and that's pretty scary. So you numb yourself, choke off your feelings. You're a lot less scared, but you're also a lot less alive.

LUX
You didn't feel alive anymore?

COWBOY
Yeah. But somehow I turned it around.

LUX
And is it better?

COWBOY
Well, I'm havin' an awful good time bein' with you, but I'm scared shitless.

LUX
Do you see that cluster just to the left of the third moon?

COWBOY
Yeah. Looks like a man and a woman holdin' on to each other.

LUX
(smiles)
You have an eye for the stars.

CUT TO:

355 INT. NELL, SHAD
still tinkering.

NELL
You're gonna blow your chance.

SHAD
Chance? What chance?

NELL
With Nanelia. You're too slow. I remember once when Zed the Corsair had these two sisters from -

SHAD
I don't want to hear it.

NELL
Nanelia isn't as innocent as you think.

SHAD
How do you know what I think?

NELL
That's true. You show so little evidence of thought that -

SHAD
Nell.

NESTOR
(one facet entering)
Excuse me - could you join us in the council room? We've infiltrated the Malmori force.

SHAD
What?

NESTOR
A facet of us is aboard Sabor's ship. Come.

CUT TO:

356 INT. HAMMERHEAD, NESTOR, MALMORI
The facet is being roughly pushed along by Yago. He looks at everything he passes.

CUT TO:

357 INT. COUNCIL HALL, DEFENDERS
all by Cayman. They ring the computer. One facet of Nestor sits at the programming panel with his eyes closed, fingers rapidly punching keys. Another explains to the defenders.

NESTOR
The facet that was left here has arranged to be captured. What one sees, all see. We'll be getting a picture soon.

The facet at the keyboard types faster and a picture comes on the computer screen.

CUT TO:

358 COMPUTER SCREEN
We see the corridor of the ship from the facet's point-of-view as he is pushed down it and around a corner into a small lavender-lighted operating room.

CUT TO:

359 INT. HAMMERHEAD, OPERATING ROOM
The facet being strapped to a large tilted board, like a butterfly being mounted. Sador lies on a tilt-board alongside him, face-to-face. Sador's arm hangs limp, encased in plastic. Dako is at a table to the rear messing with some surgical instruments.

YAGO
He's refused to talk, sir.

SADOR
Are you capable of speech?

NESTOR
(pleasantly)
Yes. Quite capable.

SADOR
Good. Do you have a high tolerance for pain?

NESTOR
Almost none at all, I'm afraid.

SADOR
How unfortunate for you. Exactly how many ships to the Akira have, and what are their capabilities?

(CONTINUED)

359 CONTINUED

NESTOR
I couldn't tell you that. It would give you an unfair advantage.

Dako walks forward holding an instrument like a small chain saw.

SADOR
This is my surgeon, Dako. Dako is expert at inflicting pain while keeping the victim alive.

NESTOR
It is good to have skills.

SADOR
You won't give us the information?

NESTOR
No.

SADOR
I think you will. Dako, the arm!

Dako steps forward with the saw, switches it on, whining loud.

360 SAW
coming at the facet's arm.

361 FACET
looking calmly at the saw.

CUT TO:

362 NANELIA
watching the screen in horror.

363 FACETS
the remaining four watching calmly.

CUT TO:

364 SADOR
a twisted smile on his face, watching.

365 FACET
offering his arm to the blade, smiles.

CUT TO:

366 COMPUTER SCREEN, SAW
from the facet's point-of-view, closer, then the screen goes black. We pull back to see the interior of the council hall, the other facets looking calm. One speaks.

NESTOR
It is true we can not tolerate pain. That facet has ended.

COWBOY
Dead?

NESTOR
One facet ends, another is begun on our planet. The ending was an act of will, a numbing process.

COWBOY
You don't seem too choked up about the whole thing.

NESTOR
Nestor lives. While one exists, all exist.

CUT TO:

367 OPERATING ROOM, DAKO, SADOR
Dako standing back from the tilt board, blood on his saw, looking confused.

DAKO
He's dead sir. I don't know how, but --

SADOR
Just give me the arm! The arm, hurry!

CUT TO:

368 INT. DOME
We pan across some wounded Akira lying on pallets, till we come to Cayman, sitting and watching the ailing Kelvin sleep. Urim opens its eyes, looks at Cayman and lifts a feeble arm to him. Cayman picks Urim up, holds it to his chest, hugging and rocking gently.

CUT TO:

369 COUNCIL HALL, FACETS OF NESTOR
The four remaining facets stand side-by-side, eyes closed, concentrating. Their eyes all pop open at once. One speaks.

NESTOR
It is ready.

CUT TO:

370 OPERATING ROOM, DAKO, SADOR
Sador stands, the new arm attached. He works it, a bit stiffly, makes a fist, smiles.

SADOR
You're an artist, Dako. When we take the Akira, we'll keep you very busy.

The arm begins to tremble, Sador looks at it, worried.

CUT TO:

371 COUNCIL HALL, DEFENDERS, NESTOR
The facets are all moving their right arms in exact unison, slowly working it down to hip level, the hands miming a grasping action.

CUT TO:

372 SADOR'S NEW HAND
grasping the handle of the knife in his belt, pulling it out - we pull back. Sador and Dako both staring in terror at the arm.

SADOR
What's it doing? I can't control it! Stop it, Dako, stop it!

CUT TO:

373 FACETS
struggling in unison to cross the throat.

CUT TO:

374 SADOR, DAKO
Sador has the knife pressing into his throat, holding it back with his other arm. Dako grabs it, they try to pull it away.

CUT TO:

375 FACETS
concentrating, arms trembling, they fight to cut the throat.

CUT TO:

376 SADOR, DAKO
The knife drawing a trickle of blood from Sador's throat.

SADOR
Cut it! You have to cut it! Hurry!

Dako grabs the electric saw, starts it with a whine, hesitates, then moves to Sador's arm.

CUT TO:

377 FACETS
all scream, then let their arms fall. One sighs, speaks.

NESTOR
We have failed.

SHAD
(crushed)
We've had it. They know how strong we are, our force fields are running thin, and they've got the stellar converter. He'll be out for blood this time, he'll destroy the planet.

ST. EXMIN
(trying to cheer him)
Hey, you still got me on your side. We can't miss.

SHAD
This was our last hope. We've had it.

NESTOR
While life exists, the possibilities are unlimited.

COWBOY
It was a nice try, old buddy. A damn nice try.

All exit but Shad and Nanelia.

SHAD
Listen, I um- I'm sorry I got you into this. Maybe your father was right.

(CONTINUED)

377 CONTINUED

NANELIA
He wasn't right. Whatever happens, I know that.
(pause)
I want to go up with you.

SHAD
But if I'm hit --

NANELIA
If you're hit, I want to be with you. Don't be like my father - it's my life. I can risk it if I want. I could help you up there.

SHAD
(thinks a long moment)
I shouldn't, but I want you to come. I'm scared.

NANELIA
So am I. We'll be together though, okay?

Shad nods, they embrace.

CUT TO:

378 INT. HAMMERHEAD, SADOR, DAKO, CREW
Dako pressing something like a flatiron to Sador's stump to cauterize it. Sizzling, smoke, Sador closes his eyes, holds in the pain. He takes a deep breath, opens eyes.

SADOR
All ships prepare for a full-scale attack! We'll make them burn! Burn!

CUT TO:

379 INT. NELL, SHAD, NANELIA
in space, tensely watching out the front panel -

CUT TO:

380 INT. DART
St. Exmin watching, waiting, impatiently.

CUT TO:

381 INT. DISC, NESTOR
The four facets sitting absolutely still, one at the steering and three at gun panels.

CUT TO:

382 INT. GATOR
Cayman looking fierce, waiting, nothing but empty space in his viewer panel.

CUT TO:

383 SPACE, SHIPS, AKIR
The four ships spread in a line, the planet distant behind them.

CUT TO:

384 MAZE
Cowboy, Lux, Quopeg, Akira, all looking up and listening.

CUT TO:

385 SPACE
black at first, then tiny pinpricks of reflected light appear in the distance. They grow larger, closer - the Malmori fleet in attack formation. 15 fighters zooming ahead of the big Hammerhead. Zooming closer, closer, right at us, right on us, all firing rays.

CUT TO:

386 INT. NELL, SHAD, NANELIA
blasting away as they charge -

CUT TO:

387 INT. DART, ST. EXMIN
blasting.

CUT TO:

388 INT. GATOR, CAYMAN
blasting.

CUT TO:

389 INT. DISC, NESTOR
We pan from one facet firing at his panel at the attacking ships, to the next, firing, to the third, firing. Each of the three facets nails a Malmori fighter.

CUT TO:

390 INT. MAZE
pounding and crackling overhead, Cowboy huddling with Lux.

CUT TO:

391 SPACE, GATOR, FIGHTERS
Cayman's ship attacked by two fighters, bouncing rays off it. They fire dozens of rounds to every single bolt from his gun.

CUT TO:

392 INT. GATOR, CAYMAN
calmly lining up a fighter in his sights - fires - BOOM! Nails it.

CUT TO:

393 INT. NELL, SHAD
wheeling around at the gun blasting at the diving fighters, grabbing his stick to zig and zag.

CUT TO:

394 SPACE, NELL, FIGHTERS
Shad catches one in front of his sights - BOOM!

CUT TO:

395 SPACE, DART, FIGHTER
The Dart head-to-head with a Malmori ship. It zips laterally to slip a ray-blast, zips out of the way again, then zips into point-blank range, fires, BLASTS the Malmori ship, and zips up and away.

CUT TO:

396 SPACE, DISC, FIGHTERS
Nestor under seige, firing.

CUT TO:

397 INT. DISC, FACET
at his panel, blasting away.

CUT TO:

398 INT. GATOR, CAYMAN
firing.

CUT TO:

399 INT. NELL, SHAD, NANELIA
Nanelia firing now while Shad pilots -

CUT TO:

400 INT. DISC, NESTOR
a facet firing.

CUT TO:

401 SPACE, GATOR, FIGHTERS
trading fire.

CUT TO:

402 CITY CENTER
The rays strafe down fast and thick, blasting domes.

CUT TO:

403 INT. MAZE
Rays zapping down, one of the finds its mark, there is a flash, screaming - Quopeg is hit by a ray, collapses in the passageway.

404 INT. MAZE COWBOY, LUX
Quopeg lies dead in their laps - Cowboy looks at Lux, kisses her hard, and hurries away.

CUT TO:

405 SPACE, DISC, FIGHTERS
completely surrounded, nails one - BOOM! just as it is hit from several directions. The Disc spins, then falls quickly away going end-over-end like a flipped coin.

CUT TO:

406 INT. DISC, FACETS
working rapidly but calmly at their controls, holding tight to avoid being tossed around as the ship spins down.

CUT TO:

407 INT. NELL, NANELIA
over the radio.

NANELIA
Nestor is hit! Repeat, Nestor is hit, watch your left flank!

CUT TO:

407 SPACE, LARGE ASTEROID, DISC
spinning down toward the asteroid.

CUT TO:

409 ASTEROID SURFACE
desert and rock - WHUMP! crashing and tearing as the Disc belly-flops down, raising huge clouds of dust.

CUT TO:

410 INT. DISC, NESTOR
Dust filtering into the ship through a tear in the hull. The facets step back from their instruments, begin to brush themselves off meticulously.

CUT TO:

411 SPACE, HAMMERHEAD
standing alone away from the fight.

CUT TO:

412 INT. HAMMERHEAD, SADOR, CREW

SADOR
Ready the stellar converter! Fix on the planet Akir!

CUT TO:

413 EXT. HAMMERHEAD, MIDDLE PANEL
drawing back slowly, a large bay behind it.

414 EXT. HAMMERHEAD
closer, we see the stellar converter beginning to move out.

415 STELLAR CONVERTER
It looks like a colossal laser-gun, rolling out into position.

CUT TO:

416 INT. NELL, NANELIA
The Hammerhead on the screen.

NANELIA
(into radio)
All ships, all ships! Sador's bringing it out! He's bringing the stellar converter out!

CUT TO:

417 SPACE, HAULER
Cowboy's ship without the load behind it, streaking upwards.

CUT TO:

418 INT. HAULER, COWBOY
We see the Malmori fighters around the Hammerhead through his panel.

COWBOY
Hold on, good buddies, you got your Space Cowboy here, comin' on the case. Just let 'er coast an' watch me, pardners.

CUT TO:

419 SPACE, HAULER, FIGHTERS, HAMMERHEAD
Cowboy hurtling at them.

CUT TO:

420 INT. HAULER, COWBOY
blasting away with front guns as he plows into the middle of the fight, zooming straight at the fighters - BOOM! BOOM! BOOM! he explodes 3 in his charge, levels off heading at a 4th that is headed directly at him, both firing.

CUT TO:

421 SPACE, HAULER, FIGHTER
both ships are hit simultaneously - BOOM! both explode - the Hauler goes hurtling away, flaming.

CUT TO:

422 INT. HAULER, COWBOY
We see that he's falling fast toward Akir. He speaks into the radio.

COWBOY
Looks like I'm making a little unscheduled rest stop here, good buddies. You got your Space Cowboy, long hauler from the planet Earth, going off the air.

CUT TO:

423 MAZE, LUX
looks up as something roars overhead - we hear it crash-land, and she rushes down the passageway.

CUT TO:

424 INT. NELL, SHAD, NANELIA
reacting.

SHAD
He didn't want to fight . . . but he came anyway.

CUT TO:

425 INT. GATOR, CAYMAN
reacting - BLASTS a Malmori fighter.

CUT TO:

426 INT. DART, ST. EXMIN
reacting, programs the controls to full-throttle forward, the remaining three fighters in her path to the Hammerhead.

CUT TO:

427 SPACE, DART, FIGHTERS
St. Exmin zipping through the maze of ray-fire, fast as the eye can follow, slaloming by the fighters, then zig-zagging away as they turn and fire after her. She makes for the Hammerhead.

CUT TO:

428 INT. HAMMERHEAD, SADOR, CREW
We see Akir in the panel beyond the flashing of ray-fire.

SADOR
Lower the force-field, prepare to fire!

YAGO
But sir, there's -

SADOR
Lower the field!

CUT TO:

429 SPACE, DART
still zig-zagging, the rays from behind sparser now.

CUT TO:

430 ST. EXMIN'S HAND
on the controls.

431 ST. EXMIN
screeching an attack cry -

CUT TO:

432 SPACE, DART, HAMMERHEAD
The Dart in a beeline for the huge ship.

CUT TO:

433 HAMMERHEAD, ST. EXMIN'S P.O.V.
She's rushing toward it at an incredible speed.

CUT TO:

434 SPACE, DART
a little puff and the cockpit capsule ejects out of the ship.

CUT TO:

435 HAMMERHEAD, DART
The Dart slams directly into the stellar converter, there is a small explosion.

CUT TO:

436 INT. HAMMERHEAD, SADOR, CREW
The ship is shaking, lights dimming for a moment.

SADOR
Fire on the planet!

Nothing happens...

SADOR
I said fire!

YAGO
It won't fire, sir. It's been destroyed.

CUT TO:

437 SPACE, COCKPIT CAPSULE
floating gently in space. Suddenly it is surrounded by 3 fighters, hangs defenseless before them.

CUT TO:

438 INT. CAPSULE, ST. EXMIN
She has her hand on a rip-cord type handle, hung from the ceiling.

ST. EXMIN
(into radio)
I am St. Exmin of the Valkiri.
It has been a good fight.

She yanks the cord.

CUT TO:

439 SPACE, DART
It explodes tremendously into a huge fireworks display that seems to fill up all of space with bursting colors and beautiful siren-like voices.

440 LONG SHOT, DISPLAY
like a hundred Fourths of July combined.

CUT TO:

441 MAZE, AKIRA
Watching the sky light up -

CUT TO:

442 INT. GATOR, CAYMAN
watching.

CUT TO:

443 INT. MALMORI FIGHTERS
Three mutants watching through their front panel, their disfigured faces softened, struck by the beauty.

CUT TO:

444 INT. NELL, SHAD, NANELIA
tears in their eyes.

SHAD
Live fast, fight well, and have a beautiful ending.

CUT TO:

445 INT. HAMMERHEAD, SADOR, CREW
watching.

SADOR
All ships, protective formation! Retreat behind the suns!

CUT TO:

446 SPACE, SHIPS
The Hammerhead heading for the suns, the three remaining fighters protecting its rear, pursued by Nell and the Gator.

CUT TO:

447 INT. NELL, SHAD, NANELIA
chasing down a fighter, fires - BOOM!

CUT TO:

448 INT. GATOR, CAYMAN
trailing the fighters, BOOM! nails one.

CUT TO:

449 SPACE, SHIPS
The last fighter cuts back at Nell, engaging her in a dog-fight, the Gator continues on after the Hammerhead as they pass by the red giant.

CUT TO:

450 INT. NELL, SHAD, NANELIA
firing at the fighter, swinging the gun control around, BOOM! hits it.

CUT TO:

451 SPACE, GATOR, HAMMERHEAD, RED GIANT
They are on the far side of the star now, Cayman pursuing.

CUT TO:

452 INT. GATOR, CAYMAN

CAYMAN
(into radio)
This is Cayman of the Lamda Zone.
Turn around you mutant son-of-a-bitch
and we'll bump heads.

CUT TO:

453 INT. HAMMERHEAD, SADOR, CREW

SADOR
What's our force field at?

YAGO
Ten-six.

DRAGO
What do you make his at?

YAGO
That's an Elitrean Zymer. Ten-two, ten-three at the most.

SADOR
(flicks on radio)
Of what form are you, Cayman?

CUT TO:

454 INT. GATOR, CAYMAN

CAYMAN
I am of the Lazuli.

CUT TO:

455 INT. HAMMERHEAD, SADOR
smiles.

SADOR
I thought I'd had the honor of making that form extinct long ago. Take your best shot, Cayman of the Lamda Zone. Here I come.

CUT TO:

456 SPACE, HAMMERHEAD, GATOR
facing each other now, the red giant as a backdrop. They start at each other, charging like knights in a joust.

CUT TO:

457 INT. HAMMERHEAD, SADOR
screaming a battle cry -

CUT TO:

458 INT. GATOR, CAYMAN
screaming a battle cry -

CUT TO:

459 SPACE, SHIPS
A head-on collision - KABOOM! A huge explosion that envelopes both ships - when the debris clears enough to see, the Hammerhead stands alone, seemingly undamaged.

CUT TO:

460 INT. NELL, SHAD, NANELIA
watching, Shad is enraged.

SHAD
I've got to get him! He'll come back with more ships, we'll never be done with fighting!

NELL
I'm no match for his force field, Shad.

SHAD
If I make a run at him maybe he'll open up - I could get a shot in full speed ahead!

NANELIA
Shad.

SHAD
It's the only chance we've got!

NELL
Think of the Varda, Shad. What is the lst law of the Varda?

SHAD
The first law of the Varda is - is - to use greater force against itself. The Varda bends so that they don't break.

CUT TO:

461 INT. HAMMERHEAD, SADOR, CREW
He has Nell, backed by the red giant, in his view.

YAGO
That's the last one, sir.

(CONTINUED)

461 CONTINUED

SADOR
What is its status?

YAGO
An old Corsair. By the way it moves it must be crippled. Force field capacity five-seven at the max.

SADOR
(evil grin)
We'll ram him. Full thrust forward, Akir is ours!

CUT TO:

462 SPACE, HAMMERHEAD, NELL
Nell is limping, moving in fits and starts, trapped between the red giant and the onrushing Hammerhead.

CUT TO:

463 INT. HAMMERHEAD, SADOR
Sador laughing maniacally as they bear down on Nell, silhouetted against the huge star, closer, closer.

CUT TO:

464 INT. NELL, SHAD, NANELIA
watching the Hammerhead loom up.

CUT TO:

465 SPACE, HAMMERHEAD, NELL
about to hit.

CUT TO:

466 SHAD'S HAND
on the controls.

CUT TO:

467 SPACE, HAMMERHEAD, NELL
Nell darting out of Sador's path, the Hammerhead hurtling past.

CUT TO:

468 INT. HAMMERHEAD, SADOR

SADOR
After him, dammit. Don't let him get away!

CUT TO:

469 SPACE, SHIPS
The Hammerhead wheels around, heads after Nell who is approaching the asteroid belt that rings the red giant.

CUT TO:

470 INT. NELL, SHAD, NANELIA

NANELIA
He's coming.

SHAD
If we can make it to that asteroid belt.

NELL
We'll make it. Hold on!

CUT TO:

471 SPACE, NELL
breaks out of her limping movement and patches out toward the belt -

CUT TO:

472 INT. HAMMERHEAD

YAGO
They're not crippled, sir.

SADOR
They can't outrun us, they don't have the power. We'll take them from behind.

CUT TO:

473 INT. NELL, SHAD, NANELIA
watching through the panel as they enter the belt, smaller asteroids zipping to either side of them.

(CONTINUED)

473 CONTINUED

NANELIA
(checking instruments)
He's gaining on us. He's coming up fast.

NELL
We got to have him right on my tail. Then it's up to you, boy.

CUT TO:

474 SPACE, SHIPS
The Hammerhead catches up to Nell in the belt and they careen through and around the asteroids, Nell's maneuverability barely saving them time after time.

CUT TO:

475 INT. NELL, SHAD, NANELIA
breathless as Shad works the controls, whipping them around the asteroids which are getting larger and larger.

NELL
It's all in the timing, boy. You hit the end of this belt and it's all in the timing.

CUT TO:

476 INT. HAMMERHEAD
Sador at the controls enjoying the chase.

SADOR
We've got him! We've got him. Akir is ours.

CUT TO:

477 SPACE, SHIPS
hurtling - we see that they are almost to the inside of the belt, where the biggest asteroids float. Beyond that is empty space to the red giant. The Hammerhead moves closer.

CUT TO:

478 INT. NELL, SHAD, NANELIA
We see the asteroids thinning out, the red giant looming.

NANELIA
Now!

Shad throws the engines into reverse.

CUT TO:

479 INT. HAMMERHEAD

SADOR
Now!

Sador accelerates.

CUT TO:

480 SPACE, HAMMERHEAD
The Malmori ship barely misses Nell as she darts to the side at the last moment, momentum taking the Hammerhead zooming past toward the red giant.

CUT TO:

481 INT. HAMMERHEAD, SADOR, CREW
Sador not paying attention to the red giant looming up in his panel.

SADOR
Reverse engines, dammit, get back to him!

YAGO
We have reversed engines, sir.

SADOR
Then why are we still moving toward the--

It dawns on him, he looks out at the star -

SADOR
No! The gravity field - he suckered us in! All engines, full thrust! We've got to get away!

(CONTINUED)

481 CONTINUED

YAGO
They're on full, sir! We're still being pulled!

Sador looks around the ship - we pan across the terrified crew, looking to their captain for deliverance. Fixtures start to melt, the walls begin to smoke -

482 SADOR
whirls to face the red giant, which now fills the entire panel -

SADOR
(screams)
No! No! I want to live forever!

CUT TO:

483 SPACE, HAMMERHEAD, RED GIANT
The ship being sucked toward the star, going up in a brief, bright flameout.

CUT TO:

484 INT. NELL, SHAD
watching.

SHAD
It's over, Nell. Let's go home.

SLOW DISSOLVE TO:

185 CITY CENTER

Akira busily repairing their blasted domes.

CUT TO:

486 LANDING FIELD, SHAD, NANELIA, FACETS

Standing in front of the repaired Disc. One facet speaks-

NANELIA
Are you going home?

NESTOR
We must never return there. The risk of bringing disease is too great.

NANELIA
That's sad.

NESTOR
We are there now, just as others are here. Where one is, all are.

SHAD
Wouldn't you like to stay here?

NESTOR
You are congenial forms and your Varda are good. You have a lovely but - rather dull planet. We must seek adventure.

SHAD
Then good luck to you, Nestor. All of you-

The four facets bow in unison.

CUT TO:

487 AGRICULTURAL AREA - COWBOY, LUX

Cowboy is heavily bandaged, but very much alive, sitting and laughing with Lux.

488 CITY CENTER - SHAD, NANELIA, KELVIN, AKIRA CHILDREN.

The two Kelvin are playing, chasing a sphere with the Akira children, but dead-pan as ever. Shad and Nanelia walk arm in arm through the city center.

CONTINUED

335 CONTINUED

SHAD
Reconstruction will take a full cycle but we can't rebuild and watch the skies in fear. We have to move outward.

NANELIA
Outward?

SHAD
The Akira need friends. We would have lost without them. We can't go on alone.

NANELIA
How will we get them?

SHAD
We'll find them out there -
(he looks to the sky)
- beyond the stars.

DISSOLVE TO:

(FX489) SPACE - NEBULA

THEME MUSIC OVER.

THE END